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1029 WEST MAGNOLIA STREET
LEESBURG, FLORIDA 34748

December 22, 1999

VIA - UPS

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-12/23/99--01063--011
*****70.00 *****70.00

Dear Sirs:

Re: CHURCH OF GOD (SABBATH OBSERVED), INC.

Please find enclosed herewith the following:

1. Original and duplicate original of proposed Articles of Incorporation for the above-named corporation.
2. Certificate of Designation - Registered Agent/Registered Office.
3. Check in the amount of \$70.00.

Please stamp the duplicate original as having been received, and return the same to me, promptly, in the enclosed self-addressed, stamped envelope.

Thank you for this service.

Sincerely yours,



P. B. Howell, Jr.

PBH:sm
Encls.

S. Thompson JAN 03 2000

**ARTICLES OF INCORPORATION
OF
CHURCH OF GOD (SABBATH OBSERVED), INC.**



I, the undersigned, with other persons being desirous of forming a not-for-profit corporation for religious, education, and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, agree to the following:

ARTICLE I - NAME

The name of this corporation is CHURCH OF GOD (SABBATH OBSERVED), INC..

ARTICLE II - PURPOSE

The purposes for which this corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III - MEMBERSHIP

The membership of this corporation shall constitute all persons hereinafter

named as subscribers and such other persons who shall meet the following qualifications for membership and who shall be admitted, in the following manner: In order to qualify for membership in this corporation, a prospective member must be recommended by a member of the corporation, as a person believing that the Lord Jesus Christ is who He is, as spelled out in the Holy Scriptures of God and approved by a unanimous vote of the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have a perpetual existence, unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE V - INCORPORATORS

The names and residences of each incorporator to these Articles Of Incorporation are as follows:

ABRAHAM LYNCH	1589 Wintergrove Garden Missauga, Ontario, CANADA
GARETH JOHNSON	Bamboo Post Office L5M3Z9 St. Ann, Jamaica, W.I.
VINETTE M. MARSON	626 Lee Street Wildwood, Florida 34785

ARTICLE VI - OFFICERS

1. The officers of the corporation shall be a President, such number of Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided for, in the By-Laws.

2. The names of the persons who are to serve as officers of the

corporation until the first meeting of the Board of Directors are:

President	ABRAHAM LYNCH
Vice President	GARETH JOHNSON
Secretary/Treasurer	VINNETTE M. MARSON

3. The officers shall be elected at the annual meeting of the Board of Directors as provided in the By-Laws.

ARTICLE VII - BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors, initially. The number of directors may be increased, or decreased, from time to time, by the By-Laws, but shall never be less than three (3).

2. The Board of Directors shall be members of the corporation.

3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

4. The names and addresses of the persons who are to serve as directors until their successors are duly elected are:

ABRAHAM LYNCH	1589 Wintergrove Garden Missauga, Ontario, CANADA
GARETH JOHNSON	Bamboo Post Office L5M3Z9 St. Ann, Jamaica, W.I.
VINNETTE M. MARSON	626 Lee Street Wildwood, Florida 34785

ARTICLE VIII - BY-LAWS

1. The Board of Directors of this corporation shall provide such by-laws for the conduct of its business and the carrying out of its purposes as it may deem necessary, from time to time.

2. Upon proper notice, the By-Laws may be amended, altered or rescinded only by a unanimous vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX - AMENDMENTS

These Articles Of Incorporation may be amended, altered, or rescinded only by a majority vote of those members of the Board of Directors present at any special meeting called for that purpose.

ARTICLE X - DESIGNATION OF REGISTERED AGENT

The principal office of this corporation shall be at 626 Lee Street, Wildwood, Florida 34785, or such other place as may be selected by the Board of Directors. The initial Registered Agent of this corporation shall be VINNETTE M. MARSON, whose address is 626 Lee Street, Wildwood, Florida 34785.

ARTICLE XI - NON-PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. This corporation shall be

authorized to exercise the powers permitted to corporations under Chapter 617 of the Florida Statutes, provided, however, that this corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purpose for which it has been organized, as described in Section 501(c)(3) of the Internal Revenue Code, or any amendment thereto.

ARTICLE XII - POWERS

In order to promote the purposes of this corporation, it may acquire by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this organization of all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or trustee of this organization. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the Fifth Judicial Circuit of Florida, in and for Sumter County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I, the undersigned incorporator, and as Secretary/Treasurer of said Corporation, to these Articles Of Corporation have

hereunto set my hand and seal this 22nd day of December, 1999, for the purpose of forming this corporation not for profit, under the laws of the State of Florida.

Vinnette M. Marson
VINNETTE M. MARSON
As Secretary/Treasurer
(Also as Resident Agent)

STATE OF FLORIDA
COUNTY OF LAKE

BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared VINNETTE M. MARSON, personally known to me, and she executed the foregoing Articles Of Incorporation, and she acknowledged before me that she executed and subscribed to these Articles Of Incorporation and did not take an oath as incorporator and as Secretary/Treasurer of said Corporation.

22nd WITNESS my hand and official seal in the County and State named above, this day of December, A.D. 1999.



P. B. Howell, Jr
MY COMMISSION # CC556208 EXPIRES
August 22, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

P. B. Howell, Jr.
NOTARY PUBLIC
P. B. HOWELL, JR.
(Printed name of Notary Public)

Notary Commission Expiration/
Seal/Stamp:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

CHURCH OF GOD (SABBATH OBSERVED), INC.

2. The name and address of the registered agent and office is:

VINNETTE M. MARSON
626 Lee Street
Wildwood, Florida 34785

FILED
99 DEC 23 AM 10:16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 22nd day of December, 1999.


VINNETTE M. MARSON