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December 27, 1999

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\*\*\*\*\*83.75 \*\*\*\*\*83.75

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Dear Sir:

RE: ARTICLES OF INCORPORATION FOR THE GREATER FELLOWSHIP BAPTIST  
CHURCH, INC. ( a non-profit corporation)

Enclosed is the original and one copy of the proposed Articles  
of Incorporation for the above named non-profit corporation,  
along with my check no 16944, in the amount of \$83.75 to  
cover the following:

|                                      |  |
|--------------------------------------|--|
| 1. Filing fee-----                   | \$ 35.00   |
| 2. Certified copy--\$875--to-8-pgs-- | 13.75 (over 8 pgs. \$1.00 ea.pg.<br>5 pgs -- \$5.00) |
| 3. Registered Agent-----             | 35.00  |
| TOTAL                                | \$ 83.75   |

I am also enclosing Certificate Designating Registered Agent  
and place of business.

I trust that this will be sufficient for you to approve the  
Articles and return to me a certified copy of the Articles  
as approved.

Very truly yours,

*Raleigh R. Rawls*

Raleigh R. Rawls, Esq.  
RRR:dhh  
Enclosures

FILED  
1999 DEC 29 AM 7:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. Howell JAN 6 2000

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1999 DEC 29 AM 7:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
GREATER FELLOWSHIP BAPTIST CHURCH, INC.  
( a non-profit corporation )

WE, the undersigned, hereby associate ourselves together for the purposes of becoming incorporated under Chapter 617, Florida Statutes, applicable to corporations not for profit and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of this Corporation shall be GREATER FELLOWSHIP BAPTIST CHURCH, INC., and it shall conduct its operations and its place of business principally within the United States, and incidentally outside the territory of the United States as may be determined by the by-laws except as restricted herein. The principal registered office of this corporation shall be: 461 East Evanston Circle, Fort Lauderdale, Florida 33312.

ARTICLE II - REGISTERED RESIDENT AGENT

The name of the registered agent of this corporation and his address shall be: The Reverend Joe Cantrell, 461 East Evanston Circle, Fort Lauderdale, Florida 33312.

ARTICLE III- PURPOSES

The purposes for which this corporation is organized are:

a. To teach and proclaim the philosophy and religion of Christianity according to the Holy Bible and tenents of the Baptist Church.

b. To advance spiritual growth and enlightenment, moral and personal purity among its own membership and the people of the community in which it is located.

c. To acquire title to real estate, either by purchase, gift or otherwise, as owner in fee simple for use for religious purposes.

d. To buy, own, hold, contract, impose, mortgage, rent, lease, sell, convey and otherwise acquire and dispose of real, personal or mixed property, or any right, interest or estate therein as owner or otherwise.

e. To construct, build, repair, maintain, operate and lease houses, buildings or other improvements on property owned or controlled by the corporation.

f. To borrow money, and contract debts when necessary for the exercise of its corporation rights, privileges, or franchises, or for any other lawful purposes of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidence of indebtedness payable at a specific event or events, whether secured by mortgage, pledge, or otherwise, or unsecured for money borrowed or in payment for property purchased or acquired or any other lawful object or objects.

g. To organize a non-profit corporation and to associate together persons, associations, and corporations in order to operate exclusively for all objectives described, permitted and limited in Section 501 (c) (4) and (d) and 401 (a) of the 1954 Internal Revenue Code. For purposes and powers as set forth herein these Articles

of Incorporation, references to the provisions of the Code shall be deemed to include statutes which succeed such provisions and all appropriate regulations and rulings of the Internal Revenue Service pursuant thereto.

h. To engage in any and all lawful activities which are incidental to the foregoing purposes except as restricted herein.

i. To do any and all lawful things for all objectives which are religious, charitable, scientific, literary or educational, and to do any and all lawful things pursuant to all objectives and programs of the Economic Opportunity Act of 1964, as amended or any similar Act which is passed by the Florida or American Legislature, and pursuant to the purposes of community development, as described, permitted, and limited as tax exempt purposes pursuant to Section 501 (c) (4) of the above described Code.

j. To make contributions to any organization described in Section 501 (c) and (d) of the above described Code with the exception of organization testing for public safety.

k. To do all lawful things in promotion of social welfare of the people in the community and to bring about civil betterments and social improvements with all methods allowed an organization tax exempt as a social welfare organization, as described, permitted and limited pursuant to the Section 501 (c) (4) of the above described Code, including as set forth therein the advocacy or rejection of legislation.

#### ARTICLE IV - POWERS

##### Section 1.

This corporation is to have any and all power to do any and all things necessary to expedite and carry out all the purposes and objectives of this corporation and as may be determined by the Board of Directors and subject to the by-laws and to possess all rights, privileges, and immunities, and to enjoy all benefits granted corporations under the laws of the State of Florida provided that such powers are in furtherance of the tax exempt purposes of the Articles of Incorporation herein.

##### Section 2.

This corporation shall not be operated for the purpose of carrying on a trade or business for profit or otherwise engage in any activity which deny tax exemption pursuant to Section 502 of the Code as herein described.

##### Section 3.

This corporation shall not engage in any transaction described and prohibited in Section 503 and 504 of the Code as herein described and pursuant thereto:

a. Any other provisions of this instrument, notwithstanding, the directors, shall distribute its income for each taxable year at which time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws;

b. Any other provisions of this instrument notwithstanding the officers and directors shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1964 or corresponding provisions of any subsequent federal tax laws, nor retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1964, or corresponding provisions of any subsequent tax laws; nor make any taxable expenditures as defined in Section 4945 (d) of any subsequent tax laws. Reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes provided that such compensation be governed by a fiduciary principle of absolute and undivided loyalty to this corporation and that such compensation does not exceed the compensation received by persons rendering similar kind of services for similar purposes of similar non-profit corporations tax exempt pursuant to Section 501 (c) (3) or Section 501 (c) (4) of the above described Code and such compensation is reasonable proportional to financial ability of the organization to operate pursuant to its purposes;

c. Any and all funds, property or assets of the corporation may be contributed only for the purposes of this corporation, including contributions to similar tax exempt organizations with

similar purposes and similar organizations not declared tax exempt but with similar purposes provided that this corporation retains control and discretion over the funds, property or assets so contributed to said organization not declared tax exempt;

d. No other contributions shall be distributed to any person or persons except to the needy or indigent provided that adequate records and case histories are made of the recipient according to the traditional standards of social service which shall not be less than those of a local tax exempt United Fund Agency or those standards approved by the Office of Economic Opportunity, its successor agency, nor any agency with the same or similar objectives and purposes.

#### Section 4.

This corporation may organize corporations and associations and otherwise make all necessary and proper stipulations, agreements, contracts and other arrangements, with other corporations and associations, for partnership, joint-subsiidiaries, joint-ventures, and for cooperative relationships, for means of carrying out any and all of the purposes and objectives of this corporation including, but not limited to, the use of the same officers, personnel, methods, means, and agencies, provided that:

a. Such arrangements and operations would not put this corporation, officers and directors in violation of the other provisions of these Articles of Incorporation.

b. Such arrangements would not destroy the separate legal identities or make one corporation or association the mere agent or instrument of the other corporation or association.

#### Section 5.

This corporation shall do any activity permitted an action organization tax exempt as a social welfare organization pursuant to Section 501 (c)(3) of the above described Code, provided funds or contributions received by this corporation for purposes pursuant to purposes described in Section 510 (c)(3) of the above described Code shall not be used or distributed in any activities prohibited for organizations tax exempt pursuant to Section 501 (c)(3) nor under applicable federal, state or local laws.

#### Section 6.

Notwithstanding any provisions of these Articles of Incorporation, this corporation shall not have to exercise any power nor shall it directly or indirectly engage in any activity that would:

1. Prevent it from obtaining exemption from taxation, or;
2. Cause it to lose exempt status as a corporation

described in Section 501 (c)(3) of the Internal Revenue Code of 1954 as now enforced or hereafter amended.

#### ARTICLE V - DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which



themselves are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.

**ARTICLE VI- TERM OF EXISTENCE**

This corporation not for profit shall be perpetual existence.

**ARTICLE VII- MEMBERSHIP**

Any person who believes in the tenents of the Baptist Church may become a member of this Church or Religious Society, upon being elected to membership by the Board of Directors with the approval of a majority of the membership of the Church present and voting.

The present membership of the Greater Fellowship Baptist Church, Inc., and those hereafter admitted to such membership shall constitute the membership of this corporation.

Membership of this corporation shall consist of those persons, associations, and corporations, pursuant to and as provided in the by-laws. The name, addresses and residence of the persons who shall serve as members until otherwise provided for in the by-laws is set forth in Article VIII of these Articles of Incorporation.

The qualifications of members their manner and admission, conditions, and regulations of membership and the rights of other privileges of the classes of members shall be determined and fixed by the by-laws. A written declaration to cooperatively work to

achieve the objectives herein specified in these Articles shall be the primary qualifications of members. An applicant for membership shall be entitled to admission to membership after having filed the required written declaration with the Secretary of this corporation and after approval of a majority of the Board of Directors.

#### ARTICLE VIII- BOARD OF DIRECTORS

##### Section 1.

This corporation shall be operated and governed by a Board of Directors. The by-laws may provide another name for the Board of Directors, and shall otherwise provide for the extent and limits of their powers, duties, and privileges, and further, shall provide for the manner of appointment, qualification or election and other matters relating thereto, subject to restrictions herein, including:

- a. The number of Directors may be provided for in the by-laws but shall at all times not be less than three;
- b. The Directors may only recommend, with the membership to determine reasonable compensation for services rendered pursuant to Section 3 of Article III of these Articles of Incorporation, as set forth in the by-laws.

The Board of Directors shall have power to make, alter, or rescind all such by-laws and regulations to rule the business of the corporation as will not be inconsistent with these Articles, or of the laws of the State of Florida.

Section 2.

Each association or corporation which is a member shall select one of its members or representatives as provided for in the by-laws to serve on the Board of Directors. The names and addresses of those Directors who are to serve until the first annual meeting or as otherwise provided for in the by-laws are as follows:

| <u>NAME</u>               | <u>ADDRESS</u>   |
|---------------------------|--|
| Joe Sneed                 | 1706 N.W. -15 Avenue<br>Fort Lauderdale, Florida 33311     |
| The Reverend Joe Cantrell | 461 East Evanston Circle<br>Fort Lauderdale, Florida 33312 |
| Nathaniel Reed, Jr.       | 3450 N.W. Third Street<br>Fort Lauderdale, Florida 33311   |
| George Jones              | 1034 N.W. Seventh Avenue<br>Fort Lauderdale, Florida 33311 |
| Calvin Lane               | 2548 N.W. Ninth Court<br>Fort Lauderdale, Florida 33311    |

ARTICLE IX -OFFICERS

The officers of this corporation shall consist of those persons with title and positions, as provided for in the by-laws and further by-laws shall provide for the extent and limits of powers and duties and responsibilities, their manner of qualifications, election and manner of appointment, and other matters relating thereto. The names and places of residence of the persons who shall

serve as officers until the first annual meeting or as otherwise provided for in the by-laws are as follows:

| OFFICE         | NAME                  | ADDRESS  |
|----------------|-----------------------|--|
| Chairman       | JOE SNEED             | 1706 N.W. 15 Avenue<br>Fort Lauderdale, FL 33311   |
| President      | REVEREND JOE CANTRELL | 461 E. Evanston Circle<br>Ft. Lauderdale, FL 33312 |
| Vice President | NATHANIEL REED, JR.   | 3450 N.W. 3rd Street<br>Ft. Lauderdale, FL 33312   |
| Secretary      | GEORGE JONES          | 1040 N.W. 7th Avenue<br>Ft. Lauderdale, FL 33311   |
| Treasurer      | CALVIN LANE           | 2548 N.W. Ninth Court<br>Ft. Lauderdale, FL 33311  |

#### ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation or to the by-laws may be proposed by any Director or member at any regular or special meeting of the Board of Directors of the membership to be presented at the next regular meeting of the Board of Directors, or at a meeting properly called and noticed, as provided by the by-laws. Amendments shall be made or altered by two-thirds of the Directors or members present at such meeting.

Amendments to the Articles of Incorporation shall be forwarded to the Secretary of the State of Florida and approved by him before the same shall become effective.

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation on this 27th day of December, 1999.

*Rev. Joe Cantrell*  
The Reverend Joe Cantrell, President

*George C. Jones*  
George Jones, Secretary

STATE OF FLORIDA

COUNTY OF BROWARD.

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above personally appeared, The Reverend Joe Cantrell, President, and George Jones, Secretary, who, are personally known to me and known to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me the signing of said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 27th day of December, 1999.

*Raleigh Richard Rawls*  
Notary Public, State of Florida

*RALEIGH RICHARD RAWLS*  
RALEIGH RICHARD RAWLS

My commission expires:



FILED

1999 DEC 29 AM 7:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT**  
**AND**  
**PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA,**  
**AND**  
**ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED**


In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that GREATER FELLOWSHIP BAPTIST CHURCH, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 461 East Evanston Circle, Fort Lauderdale, Florida 33312, has designated The Reverend Joe Cantrell as its agent to accept service of process within Florida. The address of the Registered Agent is 461 East Evanston Circle, Fort Lauderdale, Florida 33312

Dated this 27th day of December, 1999.

  
Reverend Joe Cantrell, President

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, this 27th day of December, 1999.

  
Reverend Joe Cantrell  
Registered Agent