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TRANSMITTAL LETTER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

600003093366--1  
-01/10/00-01094-010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Todd Nessa Ministries, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Todd Nessa  
Name (Printed or typed)

822 Tealwood Drive #303  
Address

Brandon, FL 33510-5008  
City, State & Zip

813-689-5571  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

PH 1/18/2000 ✓

Articles of Incorporation of Todd Nessa Ministries, Inc.

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The Undersigned natural person being the age of eighteen (18) years or more, acting as incorporator of a corporation under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
CORPORATE NAME

- 1.1 The name of the corporation is Todd Nessa Ministries, Inc.

ARTICLE II  
PRINCIPAL OFFICE

- 2.1 The principal place of business of this corporation is:

822 Tealwood Drive #303  
Brandon, FL 33510-5008

The business of this corporation may be conducted in all counties of the State of Florida and in all states of the United States, and in all territories thereof, and in all foreign countries as the Board of Directors shall determine.

ARTICLE III  
PURPOSES

- 3.1 The corporation is organized for religious purposes, and not for profit, including:

- (a) To act and operate exclusively as a nonprofit corporation pursuant to the laws of the state of Florida and to act and operate as a religious organization in the free proclamation of the gospel of the Lord Jesus Christ as according to the holy scriptures, which is the Bible, the Word of God, and prophetic proclamation as prompted by the Holy Spirit of God in ways which are consistent with both Old Testament and New Testament prophetic models of both fore-telling and forth-telling.
- (b) To engage in any and all activities and pursuits, and to support or assist such other organizations, as may be reasonably related to the foregoing and following purposes.

- (c) To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501 ( c ) ( 3 ) of the Internal Revenue Code and are consistent with those powers described in the Florida Nonprofit Corporation and Corporation Association Act, as amended and supplemented.
- (d) To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

3.2 The corporation shall have the power to conduct activities and engage in transactions incidental to the accomplishment of the above purposes, including the power to accept contributions, subject to the following limitations:

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth above;
- (b) This organization will not devote any substantial part of its activities in the proclamation of doctrine which can not be substantiated either by scripture; through reasonable and time-tested and sound biblical doctrine; or matter of historical record that is based upon clear and accurate presentation of the facts surrounding. This does not and is not to include prophetic proclamation, forth-telling or fore-telling, of either present or future events as prompted by the Holy Spirit of God. Any and all prophetic proclamation is not and will not be classified as doctrine by this ministry, nor should it be by us or anyone. Doctrine and prophetic proclamation shall be considered to be two distinctly separate entities which shall exist independently and not relative to one another. Prophetic proclamation shall be defined as either forth-telling or fore-telling, or both of either present or future events or both, as prompted by the Holy Spirit of God and done so in a manner consistent with both Old and New Testament models of such proclamation. Doctrine shall be defined as teaching or instruction in the Bible, the said Word of God, directly as taught by this ministry from the Bible itself, and not by any other means other than the Bible, for the express purpose of teaching and instructing the hearer in righteousness as defined by scripture.
- (c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1986, as amended (of the corresponding provision of any future United States Internal Revenue Law); or (2 ) by a corporation, contributions to which are deductible under Section 170 ( c ) ( 2 ) of said Internal Revenue Code.

3.3 If the corporation is ever classified by the Internal Revenue Service as a Private Foundation, the following provisions will prevail:

- (a) The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942.
- (b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d).
- (c) The corporation shall not retain any excess business holdings as defined in Section 4943 (c).
- (d) The corporation shall not make any taxable investments as defined in Section 4949(d).
- (e) The corporation shall not make any taxable expenditures as defined in Section 4949(d).

3.4 Any reference herein to "Section" refers to a section of the Internal Revenue Code of 1986, as amended, and to any corresponding subsequent federal tax laws.

## Article IV Manner of Election of Directors

4.1 The directors of the organization shall be initially nominated and appointed by the ministry Chief Executive Officer for each available position of director of Todd Nessa Ministries. The appointee will hold office for an indefinite period of time or at least until the next annual meeting and until his or her successor will have been elected and qualified. After the initial Board of Directors has been established, any new nominees shall be voted upon by the current Board of Directors, at the annual meeting or whenever necessary, and if a majority of the Board of Directors agree upon the nomination of the nominee then the person shall be officially appointed to fill the vacancy. The qualifications of a director shall be the scriptural guidelines for overseers as found in 1 Timothy 1-13.

## Article V Initial Registered Agent & Street Address

Todd Nessa  
822 Tealwood Drive #303  
Brandon, FL 33510-5008

## Article VI Incorporator

Todd Nessa  
822 Tealwood Drive #303  
Brandon, FL 33510-5008

## Article VII Membership

7.1 The corporation shall have no members.

## Article VIII Shares

8.1 The corporation shall not issue any shares of stock.

## Article VIII By-laws

9.1 Provisions for the regulation of the internal affairs of the corporation are to be determined and set forth in the By-laws. The original By-laws shall be adopted by the Board of Directors of the corporation. Thereafter, by-laws may be adopted, amended or repealed by the Board of Directors in accordance with the By-laws.

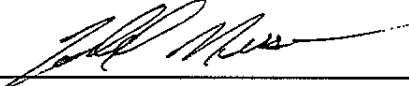
## Article X Dissolution

- 10.1 Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation in such manner to such organization or organizations organized and operated exclusively for charitable, educational, religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3).
- 10.2 Any such assets not so disposed of by the Board of Directors shall be disposed of by the district court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.
- 10.3 It is the express will of this corporation that in no case shall moneys or assets of any kind shall be distributed by the courts to any individual or organization which is inconsistent with the biblical values and morals of this ministry. This is to include any organization which promotes values, morals, or a life-style the Bible defines as being selfish and sinful as defined by scripture, in particular Galatians 5:19-21 from the King James Version, and this does include the promotion of same-sex life-styles and marriages.

  
Signature/Incorporator

  
Date

*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.*

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Date

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CLERK OF STATE  
TALLAHASSEE, FLORIDA