

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

Christian Image Ministries, Inc.

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ARTICLES OF INCORPORATION
OF
CHRISTIAN IMAGE MINISTRIES, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT

In order to form a corporation in accordance with the provisions of the laws of the state of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned incorporator hereby designates the following articles for the purposes and with the powers hereinafter mentioned.

ARTICLE 1

1.01. CORPORATION NAME. The name of this corporation is:

"Christian Image Ministries, Inc."

ARTICLE 2

2.01. TERM OF EXISTENCE. The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing of these Articles of Incorporation by the Department of State.

ARTICLE 3

3.01. PURPOSES AND RESTRICTIONS. The purposes of the corporation and restrictions on its operations are as follows:

(a) This corporation is organized and operated exclusively for religious and charitable purposes, consistent with the requirements for qualification as an exempt organization

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under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law, hereinafter "Code").

(b) The corporation shall restrict its operations to the promotion of religious and charitable purposes as described above within the meaning of section 501(c)(3) of the Code. Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 herein.

(d) No part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaigns on behalf of any candidate for public office.

(e) The corporation may do any and all things and exercise any and all powers, rights and privileges provided herein and in the Bylaws consistent with its purposes and with the provisions of section 501(c)(3) of the Code and the Florida Not for Profit Corporation Act.

(f) The provisions of this Article 3 setting forth the purposes of the corporation shall not be subject to amendment except as may be required to qualify or continue to qualify this corporation as an exempt organization under section 501(c)(3) of the Code.

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ARTICLE 4

4.01. NONSTOCK CORPORATION. This corporation is organized on a nonstock basis without the issuance of shares of stock evidencing ownership.

ARTICLE 5

5.01. REGISTERED AGENT AND REGISTERED OFFICE. The Registered Agent and the street address of the initial Registered Office and of the corporation in the state of Florida shall be:

Kenneth D. Ellison
7555 Wilson Boulevard
Jacksonville, Florida 32210

ARTICLE 6

6.01. PRINCIPAL OFFICE. The street address of the initial principal office of the corporation in the state of Florida shall be: 7555 Wilson Boulevard, Jacksonville, Florida 32210.

ARTICLE 7

7.01. DIRECTORS. The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws. The number of directors may be increased or diminished from time to time by the Bylaws but there shall at all times be at least three (3) directors. The method of electing the directors shall be as provided in the Bylaws. The initial Board of Directors shall consist of the following:

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Kenneth D. Ellison
Randy O'Neal
Rebecca L. Ellison
Terri Miller
Scott Johnson

Michael A. Clinton, Sr.
Yvonne M. Clinton
Anthony Hill
Cheryl Hill
Vickie Thode

Glenn Miller
Bonnie O'Neal

ARTICLE 8

8.01. INCORPORATOR. The name and street address of the incorporator of this corporation is as follows:

Kenneth D. Ellison
11204 Kittrell Lane
Jacksonville, Florida 32220

ARTICLE 9

9.01. MEMBERSHIP. The qualification and rights of the members shall be as provided in the Bylaws.

ARTICLE 10

10.01. DISTRIBUTION OF ASSETS UPON DISSOLUTION. Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

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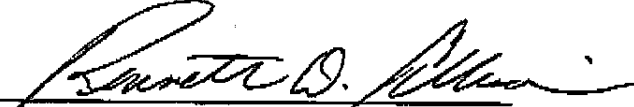
ARTICLE 11

11.01. AMENDMENT. These Articles may be amended in the manner provided by law.

ARTICLE 12

12.01. INDEMNIFICATION OF DIRECTORS AND OFFICERS AND LIMITATION ON LIABILITY. This corporation shall indemnify the directors and officers of this Corporation to the full extent permitted by applicable law. No director or officer of this Corporation shall be liable to this Corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article 11 shall not adversely affect any right of protection of a director or officer of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid, this 24 day of MARCH, 2000.


Kenneth D. Ellison, Incorporator

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
CHRISTIAN IMAGE MINISTRIES, INC.**

Pursuant to Sections 48.091 and 617.023, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Christian Image Ministries, Inc., a not-for-profit corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 7555 Wilson Boulevard, Jacksonville, Florida 32210.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 24 day of March, 2000.


Kenneth D. Ellison
Registered Agent

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