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KELLEY A. DSECKER*
CHARLES H. CARVER
BRET HAMLIN
R. REID HANEY
WILLIAM KALISH*
JENNIFER L. MYERS
JONATHAN W. NEWLON
LAURIE L. PUCKETT
KIRSTEN L. REHART
ROGER J. ROVELL
WILLIAM R. SWINDLE**
R. DENNIS TWEED
AUGUST M. VAN EPEOEL
ALTON C. WARD
ROBERT S. WILLIAMS

KALISH & WARD
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

4100 BARNETT PLAZA
101 EAST KENNEDY BOULEVARD
TAMPA, FLORIDA 33602-5152

TELEPHONE: (813) 222-8700
FACSIMILE: (813) 222-8701

PLEASE REPLY TO:
P.O. BOX 71
TAMPA, FLORIDA 33601-0071

*BOARD CERTIFIED TAX LAWYER

**BOARD CERTIFIED WILLS, TRUSTS & ESTATES LAWYER

March 21, 2000

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VIA FEDERAL EXPRESS

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

Re: Emanuel Cathedral Ministries, Inc.
Our File No. 28465.99-1446

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation of Emanuel Cathedral Ministries, Inc. I am also enclosing our check in the amount of \$78.75 for filing fees.

Please file the Articles, obtain a certified copy and send the confirming certified copy regular mail in the enclosed self-addressed stamped envelope.

Thank you for your prompt attention to this matter. Please do not hesitate to call me if you have any questions.

Sincerely,

Joanne D. Fiumara
Joanne D. Fiumara
Assistant to R. Reid Haney

FILED
00 MAR 22 PM 5:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/jdf

Enclosures
114065

T BROWN MAR 27 2000

ARTICLES OF INCORPORATION
OF
EMANUEL CATHEDRAL MINISTRIES, INC.

A Nonprofit Corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

For the purpose of establishing, and maintaining a place for the worship of Almighty God, our Heavenly Father, to provide for Christian Fellowship for those of like precious faith, where the Holy Ghost may be honored according to our distinctive testimony; to assume our share of responsibility and privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands; we, the undersigned, being natural persons of lawful age, do hereby unite together by these Articles of Incorporation to form a nonprofit corporation for the purpose hereinafter mentioned under the laws of the State of Florida, and we hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be:

EMANUEL CATHEDRAL MINISTRIES, INC.

ARTICLE II

PURPOSE

Sec. 1. This corporation (sometimes hereinafter referred to as the “assembly”) is organized to engage exclusively in religious, charitable and educational activities within the

meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, an to that end to promote, foster, advance and conduct religious worship, instruction and education, churches, schools, and other institutions connected therewith of a religious, charitable and educational character.

Sec. 2. No part of the net earnings of this corporation shall inure to the benefit of any member, trustee or officer of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation in furtherance of one or more of its purposes).

Sec. 3. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Sec. 4. Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and no member, trustee, deacon or officer of this corporation, or other private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE III

PREROGATIVES

Sec. 1. This corporation shall have and exercise all powers necessary or convenient to effect any and all of the religious, charitable and educational purposes for which this corporation is organized.

Sec. 2. This corporation shall neither have or exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status:

- (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time; or
- (b) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time.

Sec. 3. This assembly shall have the right to govern itself according to the standards of the New Testament Scriptures, "endeavoring to keep the unity of the Spirit in the bonds of peace ... Till we all come in the unity of faith, and of the knowledge of the Son of God, unto a perfect man, unto the measure of the stature of the fullness of Christ." Eph. 4:3, 13.

Sec. 4. In connection therewith, or incidental thereto, the corporation shall have the right to acquire, either by gift or by purchase, and to hold, own, sell, mortgage or encumber in any manner, lease and improve real estate and personal property for itself and others either as a trustee or otherwise.

ARTICLE IV

TENETS OF FAITH

This assembly accepts the Holy Scriptures as the revealed will of God, and all-sufficient rule of faith and practice, and for the purpose of maintaining general unity, and for the purpose of maintaining general unity, adopts the following Statement of Fundamental Truths:

1. *The Scripture's Inspired*

The scriptures, both Old and New Testaments, are verbally inspired of God and are the revelation of God to man, the infallible authoritative rule of faith and conduct (2 Tim. 3:15-17; 1 Thess. 2-13; 2 Peter 1:21).

2. *The One True God*

The one true God has revealed Himself as the eternally self-existent "I Am," the Creator of Heaven and earth and the Redeemer of mankind. He has further revealed Himself as embodying the principles of relationship and association as Father, Son and the Holy Ghost (Deut. 6:4; Isa. 43:10; Matt. 28:19; Luke 3:22)

3. *The Deity of the Lord Jesus Christ*

The Lord Jesus Christ is the eternal Son of God. The Scriptures declare:

- (a) His virgin birth (Matt. 1:23; Luke 1:31, 35).
- (b) His sinless life (Heb. 7:26; 1 Peter 2:22).
- (c) His miracles (Acts 2:22; 10:38).
- (d) His substitutionary work on the cross (1 Cor. 5:3).
- (e) His bodily resurrection from the dead (Matt. 28:6; Luke 24:39; 1 Cor. 15:4).
- (f) His exaltation to the right hand of God (Act 1:9; 11; 2:33; Phil. 2:9-11; Heb. 1:3).

4. *The Fall of Man*

Man was created good and upright; for God said, "Let us make man in our image, after our likeness." However, man by voluntary transgression, fell and thereby incurred not only physical death but spiritual death, which is separation from God (Gen. 1:26, 27; 2:17; Rom. 5:12-19).

5. *The Salvation of Man*

Man's only hope of redemption is through the shed blood of Jesus Christ, the Son of God.

(a) Conditions to Salvation.

Salvation is received through repentance toward God and faith toward the Lord Jesus Christ. By washing of regeneration and renewing of the Holy Ghost, being justified by grace through faith, man becomes an heir of God according to the hope of eternal life (Luke 24:47; John 3:3; Rom. 10:13-15; Eph. 2:8; Titus 2:11; 3-5-7).

(b) The Evidence of Salvation.

The inward evidence is the direct witness of the Spirit (Rom. 8:16). The outward evidence to all men is a life of righteousness and true holiness (Eph. 4:24; Titus 2:12).

6. *The Ordinances of the Church*

(a) Baptism in water.

The ordinance of baptism by immersion is commanded in the Scriptures. All who repent and believe in Christ as Savior and Lord are to be baptized. Thus they declare to the world that they have died with Christ and that they have also been raised with Him to walk in newness of life. (Matt. 28:19; Mark 16:16; Acts 10:47, 48; Rom. 6:4).

(b) Holy Communion

The Lord's Supper, constituting of the elements – bread and the fruit of the vine – is a symbol expressing our sharing the nature of the Lord Jesus Christ (2 Peter 1:4); and a prophecy of His second coming (1 Cor. 11:26); and is enjoined on all believers "till He comes."

(c) Feet Washing

Feet washing, is practiced and recognized as an ordinance in our church because Christ, by his example, showed that humility, characterized greatness in the Kingdom of God, and services, rendered to others gave evidence that humility, motivated by love, exists. (St. Luke 7:36-50; St. John 13:1-17; and Timothy 5:10).

7. *The Baptism of the Holy Ghost*

All believers are entitled to and should ardently expect and earnestly seek the promise of the Father. The baptism in the Holy Ghost and fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian Church. With it comes endowment of power for life and service, the bestowment of the gifts and their uses in the work of the ministry. (Luke 24:49; Acts 1:4-8; 1 Cor. 12:1-31). This experience is distinct from and subsequent to the experiences as an overflowing fullness of the Spirit. (John 7:37-39; Acts 4:8): a deepened reverence for God (Acts 2:43; Heb. 12:28), and intensified consecration to God and dedication to His work (Acts 2:42), and a more active love for Christ, for His Word and for the Lost (Mark 16:20).

8. *The Evidence of the Baptism in the Holy Ghost*

The baptism of believers in the Holy Ghost is witnessed by the initial physical sign of speaking with other tongues as the Spirit of God gives utterance. (Acts 2:4). The speaking of tongues in this instance is the same in essence as the gift of tongues (Cor. 12:4-10; 28), but different in purpose and use.

9. *Sanctification*

Sanctification is an act of separation from that which is evil, and for dedication unto God (Rom. 12:1, 2: 1 Thess. 5:23, Heb. 13:12). The Scriptures teach a life of holiness

"without which no man shall see the Lord." (Heb. 12:14). By the power of the Holy Ghost we are able to obey the command). "Be Ye Holy, for I am Holy." Sanctification is realized in the believer by recognizing his identification with Christ in His death and resurrection, and by faith reckoning daily upon the fact of that union, and by offering every faculty continually to the dominion of the Holy Spirit. (Rom. 6:1, 13; 8:1, 2, 13; Gal. 2:20; Philp. 2:12, 13, 1 Peter 1:5).

10. *The Church*

The Church is the Body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of Her great commission. Each believer, born of the Spirit, is an integral part of the General Assembly and Church of the First-born, which are written in Heaven (Eph. 1:22; 23; 2_22; Heb. 12:23).

11. *The Ministry*

A Divinely called and scripturally ordained ministry has been provided by our Lord for a two-fold purpose: (1) the evangelization of the world, and (2) the edifying of the Body of Christ.

12. *Divine Healing*

A Divine healing is an integral part of the gospel. Deliverance from sickness is provided for in the atonement, and it is the privilege of all believers. (Isa. 53:4-5; Matt. 8:16; James 5:15).

13. *The Blessed Hope*

The resurrection of those who have fallen asleep in Christ and their translation together with those who are alive and remain unto the coming of Christ is the imminent and blessed hope of the Church. (1 Thess. 4:16; 17; Rom. 8:23; Titus 2:13; 1 Cor. 15:51, 52).

14. *The Millennial Reign of Christ*

The second coming of Christ includes the rapture of the saints which is our blessed hope, followed by the visible return of Christ with His saints to reign on the earth for one-thousand years (Zech. 14:15; Matt. 24:27, 30; Rev. 1:7; 19:11-14; 20:1-6). This millennial reign will bring the salvation of national Israel (Ezek. 37:21; 22; Zeph. 3:19, 20; Rom. 11:26, 27), and the establishment of universal peace. (Isa. 11:6-9; Psa. 72:3-8; Micah 4:3, 4).

15. *The Final Judgment*

There will be a final judgment in which the wicked dead will be raised and judged according to their works. Whomsoever is not found written in the Book of Life, together with the devil and his angels, the beast and the fallen prophet, will be confined to everlasting punishment in the lake which burneth with fire and brimstone, which is the second death. (Matt. 25:46; Mark 9:43-48; Rev. 19:20; 20:11-15; 21:8).

16. *The New Heavens and the New Earth*

"We, according to His promise, look for new heaven and a new earth, wherein dwelleth righteousness. (2 Peter 3:13; Rev. 21:22).

ARTICLE V

ORDINANCES

Sec. 1. The ordinance of baptism by immersion in water (Matt. 28:19) shall be administered to all those who have repented of their sins and who have believed in the Lord Jesus Christ to the saving of their souls, and who give clear evidence of their salvation. (Rom. 6:3-5; Col. 2:12).

Sec. 2. The ordinance of the Lord's Supper shall be observed regularly as enjoined in the Scriptures. (Luke 22:19, 20; 1 Cor. 1:23-26).

ARTICLE VI

MEMBERSHIP

The assembly will accept any and all persons regardless of race, color and nationality. When the appropriate vows have been made, such persons shall be received into the Church as a member of the local Church of their choice.

- a. The membership of the corporation shall consist of all persons who have been received into its fellowship upon profession of their faith, whether by transfer from another Church, Christian experience or watch-care.
- b. All members received into the Church fellowship, shall be required to give their support to the Church with faithful attendance, tithes, and offerings. All members should become active in some auxilliary in the Church if health permits

Sec. 2. Voting Membership. All those who meet the scriptural standards for membership, those whose names appear on the original membership roll of the assembly at the time the assembly was first organized, together with those whose names shall be added from time to time, shall constitute the legal membership of the assembly, provided they are sixteen years of age or older, that they regularly attend the means of grace and take part in the services, that they are living consistent Christian lives in agreement with our distinctive testimony.

Sec. 3. Inactive Membership. Enrolled members who shall without good cause absent themselves from the services of the assembly for a period of three consecutive months or more and who cease to contribute of their means to its support, who may be out of harmony with its teachings or its ministries, or who shall be under charges for misconduct, or who may have fallen under condemnation considered as inactive members and shall lose their voting privileges until

they are restored to the fellowship, their standing to be settled by definite action of the assembly through its pastor.

Temporary absenteeism from the Church will not affect a member's membership, however, while absent from the local Church all tithes and offerings should be held in escrow or sent to the Church by the absent member until his/her return.

ARTICLE VII

MANAGEMENT OF THE CORPORATION

Sec. 1. The affairs of the corporation shall be managed by a governing board called the Board of Deacons subject to and in accordance with the bylaws of the corporation consisting of not less than three members and a body of officers consisting of a President, a Treasurer and a Secretary. The President shall be the Pastor. The spiritual interest and advancement of all members of the corporation shall be under their direction and supervision and they shall, in cooperation with the Pastor and subject to the bylaws of the corporation, have general oversight of all of the work of the corporation.

Sec. 2. The Board of Deacons and the officers shall be selected as provided in the bylaws of the corporation.

Sec. 3. The Board of Deacons and the officers shall perform such duties and hold such offices for such terms as shall be provided in the bylaws of the corporation.

ARTICLE VIII

BOARD OF DEACONS

Sec. 1. The Board of Deacons, consisting of not less than three members, under the oversight and guidance of the Pastor, shall be responsible for the spiritual management of the assembly. Of this Board of Deacons, one may be the Chairman and one the Treasurer.

Sec. 2. The Deacons shall be men of mature Christian experience and knowledge, who shall as closely as possible meet the requirements as set forth in 1 Timothy, Chapter Three (3) and Titus, Chapter One (1).

Sec. 3. All matters of the Church government shall be carried on by the Board of Deacons except in matters affecting the entire body. In such cases, they shall present their recommendations to the Church for ratification. Members of the Board of Deacons shall be at twenty-one (21) years old, and shall have been members of the assembly for at least six (6) months.

ARTICLE IX

MEETINGS

Sec. 1. Meetings for public worship shall be held on each Lord's Day and during the week as may be provided for under the directions of the Pastor.

Sec. 2. There shall be an annual business meeting of the assembly, at which time the election of officers shall take place, and the report of all officers shall be read. Due notice shall be given on the two annual Sundays immediately prior to the date of said meeting.

Sec. 3. Special business meetings of the assembly may be called when necessary, after proper notice has been given by the Pastor or by the Secretary of the assembly, provided the meetings have been agreed upon by the majority of the Board of Deacons. Special Meetings may also be called by petition having been signed by not less than one-third of the active membership of the assembly, the petition is then to be placed in the hands of the Pastor or the Secretary and an announcement made on the two Sundays immediately prior to the date of the meeting.

Sec. 4. Quorum.. No record of any special or regular business meeting of the assembly shall be made unless one-third or more of the active members shall be present to constitute a quorum.

Sec. 5. The Board of Deacons, with the Pastor, shall meet monthly for the transaction of routine business for the assembly, the time and place to be announced by the Pastor.

ARTICLE X

DEPARTMENTS AND COMMITTEES

Sec. 1. Sunday School. There shall be a Sunday School created and conducted as a branch of the Church activities.

Sec. 2. Y.P.W.W. There shall be a department which shall be called the Young People Willing Workers. The department created under the supervision of the Y.P.W.W. President, which shall be approved by the Pastor.

Sec. 3. Other Departments. As need arises, other departments or committees may be established.

Sec. 4. Relationship. All departments and committees shall be subordinate to the assembly and shall contribute to the harmony and development of the whole. They shall be under the general supervision of the Pastor and the Board of Deacons, and the Pastor shall be an ex-officio member of all committees or departments.

ARTICLE XI

FINANCES

All funds for the maintenance of the assembly shall be provided by voluntary contributions of tithes and offerings of the members and friends of the organization. Offerings

shall be agreed upon by the Pastor and Board of Deacons, and shall be administered by the Treasurer under their direction. (Mal. 3:10; Luke 6:38; 1 Cor. 16:1, 2 Cor. 9:6-8).

ARTICLE XII

PROPERTY

All property of the assembly shall be deeded to the corporation and held in its name. No property of the corporation shall be sold, leased, or mortgages or otherwise disposed of without the same shall first have been recommended by a vote of at least two-thirds of the voting membership who are in attendance at a regular meeting or special meeting of the assembly which has been called for the consideration of the proposal. The Pastor and the Secretary of the assembly shall certify in such conveyance, lease or mortgage that the same has been duly authorized and recommended by a vote of the assembly. Such certificates shall be held to be conclusive evidence thereof.

ARTICLE XIII

DURATION

The term for which this corporation is to exist shall be perpetual.

ARTICLE XIV

LIABILITY

The highest amount of indebtedness or liability to which the corporation shall at any time be subject is FIVE HUNDRED THOUSAND DOLLARS (\$500,000.00).

ARTICLE XV

PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT

Sec. 1. The initial principal office, and the mailing address, for the corporation shall be 6450 County Road, Seffner, Florida 33584.

Sec. 2. The initial registered office of this corporation shall be located at 6450 County Road, Seffner, Florida 33584, and the initial registered agent of this corporation shall be Rev. Jesse H. Smalley. The corporation shall have the right to change such registered office and such registered agent from time to time, as provided in the bylaws.

ARTICLE XVI

AMENDMENTS

Sec. 1. *Bylaws.* The power to adopt the bylaws of this corporation, to alter, amend, or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Deacons of this corporation. The Bylaws may be made, altered or rescinded by a two-thirds majority of the Board of Deacons present at a specially called meeting for said purposes.

Sec. 2. *Articles.* These Articles of Incorporation may be amended from time to time at any regular meeting or special meeting of the corporation called for that purpose by a two-thirds vote of the membership of the assembly in attendance and voting, provided due notice of such proposed change shall have been made at all of the services on at least two consecutive Sundays immediately prior to the time of such meeting. It shall be understood that this does not apply to the Article of Faith, which stands regardless of majority.

ARTICLE XVII

PASTOR; INITIAL BOARD OF DEACONS

The names and addresses of the Pastor and the first Board of Deacons of the corporation who shall hold office until their successors are duly selected.

Name

Address

Rev. Jesse H. Smalley,
Pastor

759 Isleton Drive
Brandon, Florida 33511

James M. Smalley, Chairman	2220 John Moore Road Brandon, Florida 33511
Cecelia J. Otis	11820 Davis Pool Road Seffner, Florida 33584
Marty Cooper	7609 Savannah Lane Tampa, Florida 33637
Olson Gadson	11319 Maybrook Avenue Riverview, Florida 33569
Jackie Lowder	1403 Knoll Drive Tampa, Florida

ARTICLE XVIII

INITIAL OFFICERS

The names of each of the Officers of this corporation who shall hold office until their successors are selected shall be:

<u>Name</u>	<u>Address</u>
Rev. Jesse H. Smalley, President	759 Isleton Drive Brandon, Florida 33511
Cecelia J. Otis Treasurer	11820 Davis Pool Road Seffner, Florida 33584
Sharon Smalley, Secretary	3814 Harrogate Drive Valrico, Florida 33594


ARTICLE XIX

SUBSCRIBER

The name and residence of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Rev. Jesse H. Smalley,	759 Isleton Drive Brandon, Florida 33511

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation for the uses and purposes therein stated this 17 day of March, 2000.


Rev. Jesse H. Smalley

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

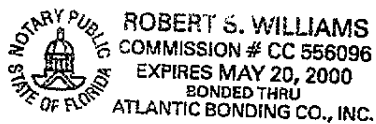
On this 17 day of March, 2000, before me, the undersigned officer, personally appeared Rev. Jesse H. Smalley, to me known and known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein stated.

IN WITNESS WHEREOF, I hereunto set my hand and official seal the day and year first above written.


NOTARY SIGNATURE

Robert S. Williams
NOTARY PRINTED NAME

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
00 MAR 22 PM 5:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

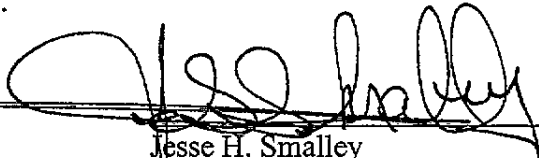
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Emanuel Cathedral Ministries, Inc.
2. The name and address of the registered agent and office is:

Rev. Jesse H. Smalley
6450 County Road
Seffner, Florida 33584.

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

Date: March 17, 2000



Jesse H. Smalley