## ANTHONY M. NARDELLA, JR., P.A.

ATTORNEYS AND COUNSELLORS AT LAW

ANTHONY M. NARDELLA, JR.

OF COUNSEL:

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Secretary of State

Corporate Records Bureau Divisions of Corporations Post Office Box 6327 Tallahassee, Florida 32301

200003211262--3 -04/17/00--01118--004 \*\*\*\*\*70.00 \*\*\*\*\*\*70.00

RE: Ambassadors of Reconciliation Evangelistic Teaching Ministries, Inc.

#### Gentlemen:

Enclosed please find an original and a copy of the Articles of Incorporation for the above referenced corporation.

Enclosed please also find our check no. 3844 made payable to the Secretary of State in the sum of \$70.00 in order to defray your filing fee.

Please return a filed, stamped copy of the Articles of Incorporation to the undersigned at your earliest convenience.

If you have any questions, please feel free to contact the undersigned.

Very sincerely yours,

AMN//br8 Enclosures Anthony M. Nardella, Jr.



# FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

April 24, 2000

ANTHONY M. NARDELLA, JR., P.A. 1110 DOUGLAS AVENUE SUITE 1002 ALTAMONTE SPRINGS, FL 32714

SUBJECT: SPIRITWORKS CENTER FOR SPIRITUAL FORMATION AND

LEADERSHIP, INC.

Ref. Number: W00000010630

We have received your document for SPIRITWORKS CENTER FOR SPIRITUAL FORMATION AND LEADERSHIP, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Letter Number: 500A00022191

Loria Poole Corporate Specialist

#### ARTICLES OF INCORPORATION

SECRETARY OF PLOT

OF

### SPIRITWORKS CENTER FOR SPIRITUAL FORMATION AND LEADERSHIP, INC.

In compliance with the requirements of F.S. Chapter 617, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a not-for-profit corporation.

#### ARTICLE I

The name of the corporation ("corporation") is Spiritworks Center for Spiritual Formation and Leadership, Inc.

#### ARTICLE II

The existence of the corporation shall begin immediately upon filing with the Florida Department of State.

#### ARTICLE III

The corporation is committed to a belief in the creative energy and inherent worth of each individual and offers a unique Christ-based community for women and men. The corporation further recognizes and celebrates the sacred moments and spiritual dimensions in everyday working life, and works to cultivate a clearer connection to Spirit in individual's lives so as to promote mutual respect and understanding in the workplace as well as expand innovation, creativity, revitalization, renewal and the development of trusting relationships. The corporation shall operate exclusively for such religious, charitable and educational purposes as qualify it as a nonprofit, tax-exempt organization under federal and state law.

#### ARTICLE IV

The street address of the principal office of the corporation is 1690 Cypress Point Lane, Winter Park, Florida 32792.

#### ARTICLE V

The initial street address of the corporation's registered office is 1690 Cypress Point Lane, Winter Park, Florida 32792. The initial registered agent for the corporation at that address is Rev. Patricia D. Brown.

#### ARTICLE VI

The initial board of directors shall consist of six (6) members. The method of election of directors shall

be as stated in the bylaws. The number of directors may be either increased or diminished from time to time as provided in the bylaws provided that at no time shall the number of directors ever be less than three (3). The name and address of the persons who will serve on the initial board of directors are:

#### Name

#### Address

Rev. Patricia D. Brown
William Burrows, Ph.D.
Ms. Diane Homrich, C.P.A.
Ms. Cathie McFadden
Ms. Lucy Wray
Mr. Paul Wray

1690 Cypress Point Lane, Winter Park, Florida 32792 P.O. Box 308, Maryknoll, New York 10545-0308 3726 N. Goldenrod Road, Winter Park, Florida 32792 423 Ledgemont Ct., Flat Rock, North Carolina 28731 1410 Willow Brook Drive, Palm Harbor, Florida 34683 1410 Willow Brook Drive, Palm Harbor, Florida 34683

#### ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name

Address

Rev. Patricia D. Brown

1690 Cypress Point Lane, Winter Park, Florida 32792

#### ARTICLE VIII

The members of the corporation shall be the directors and such other persons admitted to membership as regulated by the bylaws.

#### ARTICLE IX

Notwithstanding the provisions of Article III hereinabove, nothing herein shall be construed to permit the corporation to engage in any activity which would be inconsistent with its classification as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time. As such, the corporation shall not allow any expenditure of any part of the net earnings of the corporation to inure to the benefit of any member, director, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), nor shall any member, director, or officer of the corporation, or any private individual, be entitled to share in a distribution of the corporation's assets on dissolution of the corporation nor shall a substantial part of the activities of the corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the corporation is deemed to be a Private Foundation as defined by Section 509 of the Internal Revenue Code of 1986 as amended from time to time, then for so long as the corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

- 2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- 3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- 4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE X

The corporation shall have all the powers, rights, and privileges of a corporation not for profit under Florida law.

#### ARTICLE XI

To regulate the provisions of these articles of incorporation, the members of the corporation shall adopt bylaws.

#### ARTICLE XII

These articles of incorporation may be amended by the members of the corporation, providing any amendment is prepared and announced as regulated by the bylaws.

#### ARTICLE XIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### ARTICLE XIV

Upon the liquidation, dissolution or the winding up of the affairs of the corporation, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which are then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_\_ day of April, 2000.

Name: Rev. Patricia D. Brown