

NO 0000003293

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May 10, 2000

Division of Corporations
Attn: New filings
Post Office Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation for St. Johns Abbey Church, Inc.

Enclosed please find the Articles of Incorporation for St. Johns Abbey Church, Inc., and check number 1159 in the amount of \$78.75 for the filing fee and certificate. Also enclosed is the Certificate Designating Registered Agent. Please stamp the extra copy of the Articles of Incorporation and return them to our office with the certificate.

If you have any questions, please do not hesitate to call.

Sincerely,



Frederick H. Nelson, Esq.

FHN:ep

Enclosures: Articles Registered (with one copy), Agent Certificate and check #1159

FILED
00 MAY 15 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I

The name of the corporation shall be ST. JOHNS ABBEY CHURCH, INC.

ARTICLE II

ST. JOHNS ABBEY CHURCH shall be a biblically orthodox and evangelically focused church and missionary order organized within the greater ecclesiastical context of the *One Holy, Catholic And Apostolic Church*, and as such shall be ministerially dedicated to locally, nationally, and internationally represent and advance the interests of the Lord Jesus Christ both in the Church and in the World by means of the propagation of the Gospel of God, with a view to fulfilling the Great Commission.

ARTICLE III

The duration of the corporation is perpetual.

ARTICLE IV

The name and address of the registered agent and registered office is:

Mr. Frederick H. Nelson, Esq.
1110 Douglas Ave., Suite 1002
Altamonte Springs, Florida 32714

The principal place of business shall be:

1317 South Park Ave.
Sanford, Florida 32771

ARTICLE V

The Board of Directors (Trustees) shall be not less than three (3) in number. The current names and addresses of Trustees are as follows:

The Rt. Rev. George Kouri	136 NW Tenth St.	Oklahoma City, OK 73103
The Rev. William Paul Mikler	431 Kentwood Court	Sanford, FL 32771
Mr. Domenic Fusco	1317 South Park Ave.	Sanford, FL 32771

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TALLAHASSEE, FLORIDA

ST. JOHNS ABBEY CHURCH, INC. -- ARTICLES OF INCORPORATION

ARTICLE VI

The purposes for which the corporation is organized are: to operate exclusively for religious, charitable, educational and distinct ecclesiastical purposes as defined by the Holy Bible and witnessed to by the long standing Church tradition of churches and dioceses, and also church mission orders and societies, and to do so within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or any superseding statute thereto, so long as such statutes do not impinge on Christian freedom and liberty of conscience. The purposes of the corporation shall include the following:

- (a) Religious worship and ministerial service as defined in the New Testament of the Holy Bible.
- (b) To conduct Services of Worship, to minister the Sacraments, to evangelize and teach Christian Doctrine in the Church and the World, to equip Christians for godly service, to pray for the Church and for Rulers and for All Men, to provide pastoral and other ministerial Counsel in gentleness, to train believers for Christian service, to ordain qualified believers into the Christian Ministry, to establish and oversee additional Congregations, Societies, and Missions as opportunity to do so rightly presents itself, and to do all as led to do so by the Lord Jesus Christ under the leadership of the Holy Spirit, in accordance with all of the Commandments and Provisions set forth in the Holy Bible, the irrevocable Word of God, and in concert with the wise counsel of godly persons assisting. Pursuant thereto, the following activities and guidelines shall be established:
 - i. A recognized Creed, Code of Doctrine, Discipline, Form of Worship, Protocols, and Statement of Mission.
 - ii. An Ecclesiastical Form of Government.
 - iii. Establishment of membership in both the church and missionary order based upon acceptance of the designated Creed, Code of Doctrine, Discipline, Form of Worship, Protocols, and Statement of Mission.
 - iv. Spread the Word of the Gospel through preaching and teaching missions, seminars, worship festivals, conferences, radio, television, internet communications, literature, and other forms of mass and/or electronic media for the purpose of discipling the individual in the Word of God.
 - v. Establishment of various religious commissions, departments, associations, alliances, institutions, orders, societies, publications, broadcasting, schools, mission stations, programs, and/or any and all such other vehicles as may be deemed appropriate and advisable by the Board of Trustees for the propagation of the Gospel and Christian and religious worship and where within the United States of America and/or in any other country.

ST. JOHNS ABBEY CHURCH, INC. -- ARTICLES OF INCORPORATION

- (c) To serve the Church and to promote and encourage truly Catholic cooperation with other biblically orthodox communions, ministries, and organizations ministering within the community or the nation, or abroad, or combinations thereof.
- (d) To acquire and to hold such property, either real or personal as may be necessary to fulfill the purposes of the Corporation.

ARTICLE VII

In accordance with and in addition to the powers conferred by the laws of the State of Florida, the Non-Profit corporation shall have the following powers:

- (a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.
- (b) To raise and assist in raising funds for the purposes herein set forth.
- (c) To acquire, own, lease, mortgage and dispose of property, both real and personal.
- (d) To conduct and carry on religious services and instruction through the public media, including any form of computerized or electronic broadcasting, AM and FM radio, microwave distribution, closed circuit transmission, and cable television.
- (e) To acquire, own and operate such broadcasting as listed in VII (d).
- (f) To accept property and donations in trust for religious or charitable purposes.
- (g) To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the Corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.

ARTICLE VIII

ST. JOHNS ABBEY CHURCH, INC. is not organized for pecuniary gain or profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any members, directors, trustees or individuals, except that ST. JOHNS ABBEY CHURCH, INC. shall be authorized to and empowered to pay and to be paid a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article VI hereof. No substantial part of the activities of ST. JOHNS ABBEY CHURCH, INC. shall be the carrying on of political propaganda. ST. JOHNS ABBEY CHURCH, INC. shall privately and publicly promote the biblical foundations which undergird moral thought and action in both public and private spheres.

ST. JOHNS ABBEY CHURCH, INC. -- ARTICLES OF INCORPORATION

Notwithstanding any other provisions of these Articles, ST. JOHNS ABBEY CHURCH shall not carry on any other activities not permitted to be carried on by:

- (a) A Corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or
- (b) A Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue law).
- (c) In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to such Non-Profit Corporation qualifying as an organization exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or any superseding statute thereof, and as an Organization qualifying as a public charity under the provisions of Section 509 (a) (1) or 509 (a) (2) of the Internal Revenue Code of 1954, as amended, or any superseding statute, as the Directors or Trustees of the Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principle office of the Corporation is located, exclusively for such purposes, or the Organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Special provisions authorized or permitted by statute to be contained in the Articles of Incorporation, are shown as follows:

ARTICLE IX

This Corporation is organized pursuant to the provisions of the Florida Non-Profit Corporation Code. All Trustees of this Corporation now in good and regular standing, and such other members as the Board of Trustees shall from time to time admit to membership, shall be members of this Corporation.

ARTICLE X

The business and property of the Corporation shall be managed by a Board of Trustees. The present Trustees now duly constituted and elected shall constitute the Board of Trustees and they shall hold their offices permanently and so far as may be until other or further election. In the event of the inability of any Trustees to act, or in the event of the death of any Trustee, the remaining Trustees shall elect another Trustee, or Trustees, to fill the vacancy or vacancies thus created. Each Trustee shall be a member in good standing of the Corporation. A new Trustee

ST. JOHNS ABBEY CHURCH, INC. -- ARTICLES OF INCORPORATION

shall be elected by a majority vote of the total Trustees, excluding the Trustee whose position is being filled by vote.

- (a) The Trustees in their collective capacity shall be known as the Board of Trustees and under that name shall constitute the administrative body of the ministry, and as such shall conduct and transact all business of the Corporation.
- (b) The Trustees shall have power and authority to hold an annual meeting of the Board of Trustees and may likewise hold special meetings as may be determined by the Board of Trustees. The annual meeting, if and when held, shall be held at a site agreed upon by the Board of Trustees on a day or days in January mutually agreed upon.
- (c) There shall be but one class of membership in the Corporation. Membership in this Corporation may be obtained by natural persons of all races and colors who shall publicly profess belief in Jesus Christ as their Lord and Savior, and who shall further profess their belief in the purposes of this Corporation as set forth hereinabove, and who shall thereafter be accepted into membership in such manner as provided by the Board of Trustees of this Corporation. The subscribers to these Articles of Incorporation and the initial Directors of this Corporation shall be and constitute the initial members of this Corporation. Any Amendments to the Articles of Incorporation may be made only by the Board of Trustees. Likewise, the By-laws may be made, altered or rescinded only by the Board of Trustees of this Corporation, having received the vote of a majority of the Board of Trustees in office.
- (d) The Board of Trustees shall have authority and power, which is hereby given, to provide suitable and proper means, religious ceremony and required tests and qualifications for entrance into the ministry of ST. JOHNS ABBEY CHURCH, INC., hereby being established and organized; and by and through the means established and administered, that any and all applicants inducted into the ministry may thereby be granted license, commission, or full ordination with all church authority possible for any Church or ecclesiastical body to be given or to possess or to administer, giving therein authority to administer all sacred services of ecclesiastical bodies and to include all sacred and sacramental services, and to further include the marriage services and together with the sacred services of baptism, any and all such additional commissions, departments, associations, alliances, institutions, orders, societies, publications, broadcasting, schools, mission stations, programs, and/or any and all such other vehicles as may be deemed appropriate and advisable by said Board of Trustees for the propagation of the Gospel and for Christian and religious worship and service, and where within the United States of America and/or in any other country or territory.
- (e) The Board of Trustees shall have power and authority which is hereby given, to negotiate or designate agents to negotiate all of the business transactions, all receipts and all disbursements, for any such additional departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles established or instituted by this Corporation.

ST. JOHNS ABBEY CHURCH, INC. -- ARTICLES OF INCORPORATION

- (f) A majority of the Trustees shall constitute a quorum for the transaction by the Board of Trustees of any and all business, in accordance to the laws of the State of Florida.

ARTICLE XI

The manner in which the Directors or Trustees of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation.

The Corporation shall be a sovereign body, and the regulation of the internal affairs of the Corporation shall be governed by the provisions of the Bylaws of the Corporation.

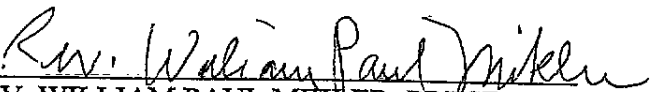
The place where the business of ST. JOHNS ABBEY CHURCH, INC. shall be transacted shall be in Seminole County, Florida, where said principle office shall be.

ARTICLE XII

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

IN TESTIMONY WHEREOF, the Corporation has caused this document to be executed in its name by its President this 5th day of May, AD 2000.

ST. JOHNS ABBEY CHURCH, INC.


REV. WILLIAM PAUL MIKLER, PRESIDENT
INCORPORATOR

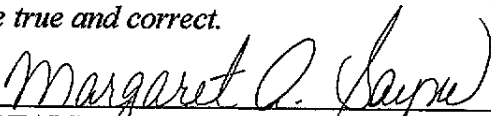
STATE OF FLORIDA

431 Kentwood Court

Sanford, FL 32771

COUNTY OF SEMINOLE

This is to certify that on this this 5th day of May, AD 2000, personally appeared before me William Paul Mikler, being by me first duly sworn, deposes and says that he signed the foregoing "Articles of Incorporation" in the capacity indicated, and that the statements therein contained are true and correct.


NOTARY PUBLIC

My Commission Expires:



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

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

ST. JOHNS ABBEY CHURCH, INC., desiring to organize as a
not for profit corporation pursuant to the laws of the State of
Florida with its principal place of business at 1317 South Park
Avenue, Sanford, Florida, 32771, and its registered office at 1110
Douglas Avenue, Suite 1002, Altamonte Springs, Florida, 32714,
names Frederick H. Nelson, Esq., as its Registered Agent to accept
service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the
above-named not for profit 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
relating to the proper and complete performance of my duties as
Registered Agent.

DATED this 5TH day of MAY, 2000.


Frederick H. Nelson/Registered Agent

FILED
00 MAY 15 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA