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FLORIDA NON-PROFIT CORPORATION

Morningside Village, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
MORNINGSIDE VILLAGE, INC.

The undersigned, acting as incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

Name and Address

The name of this corporation shall be the MORNINGSIDE VILLAGE, INC. (the "Corporation"). Pending any change authorized by the Corporation's Board of Directors, its offices shall be located at 220 South Franklin Street, Tampa, Florida 33602.

ARTICLE II

Term

This Corporation shall have perpetual existence.

ARTICLE III

Purposes

This Corporation is formed exclusively for the purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida and not for pecuniary profit or financial gain. The Corporation is formed for the purpose of maintaining and operating a religious corporation and to propagate and disseminate the principles embraced in the Gospel of Jesus Christ (the "Gospel"). The general objects and purposes for which this Corporation is formed are to operate exclusively for charitable, religious or educational purposes, to include, but not limited, as follows:

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Facsimile Audit Number: H00000043075 1

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1. To establish, maintain and conduct a suitable organization to supervise the affairs of this Corporation;
2. To establish an organization that will be dedicated to training Christian workers, counselors, pastors, and teachers for evangelistic work;
3. To establish and maintain Christ centered training centers for equipping workers, counselors, teachers, pastors, evangelists and lay persons to perform acts of goodness and mercy to all in accordance with the principles of Galatians 6:10;
4. To share the love and kindness of Jesus Christ through the use and application of the Corporation's funds;
5. To establish and maintain worship facilities that will enable a community of believers to perform works of charity, mercy, evangelism and maintain an organization that is accountable to God for molding, shaping and preparing children, families, adults and the elderly for a life of service to Him and to their fellow man;
6. To establish an organization that will minister to the needs of the community which it serves, its schools, churches, retirement centers, businesses and families;
7. To engage in a ministry of preaching, sacred music concerts, seminars and publishing, counseling, teaching and to build and operate centers for reconciliation, restoration and counseling;
8. To promote the cause of restoring hope in the hearts and lives of America's families, children and youth in this generation and those to come;
9. To establish and maintain an organization that is dedicated to share the Gospel and fulfill the Great Commission as set forth in Matthew 15:16 of the Holy Scriptures, "to go into all the world and preach the Gospel to every creature," using all available methods and means of communication, including, but not limited to, television, radio, the Internet, printed materials and publications;
10. To establish, operate, promote and sponsor camps, seminars, worship services, and activities for children and families that will provide recreational opportunities, together with religious instruction;

Facsimile Audit Number: H00000043075 1

11. To provide opportunities for social, emotional, recreational, educational and spiritual development and encourage family and community participation in activities that enhance the good news of the Gospel of Jesus Christ;
12. To establish and support departments, institutions and programs that spreads the good news of the Gospel of Jesus Christ as far as the influence of the Corporation may extend;
13. To buy, sell, exchange, encumber and generally deal in real properties, improved and/or unimproved real property;
14. To disseminate the aims and activities of the Corporation to the general public in a manner intended to evoke public involvement and support;
15. To perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter; and
16. To operate exclusively in any manner for the promotion of charitable, religious and educational purposes as will qualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under corresponding provision of any subsequent federal tax laws.

It is intended that the foregoing objects and purposes of this Article shall not, unless otherwise specified herein, be in any way limited or restricted by reference to or inference from the terms of any other clause of this or any other Article in these Articles of Incorporation, but that the objects and purposes specified in these Articles shall be regarded as a statement of general objects and purposes and not intended to limit the activities of this Corporation as a charitable, religious and educational organization.

The Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3), Internal Revenue Code of 1986, as now or hereafter amended; and no part of the principal assets or net income of the Corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities of which consists of attempting to influence legislation by propaganda or otherwise or which participates or intervenes in any political campaign on behalf of any candidate for public office.

Facsimile Audit Number: H00000043075 1

ARTICLE IV

No Pecuniary Gains or Profits

The property of this Corporation is irrevocably dedicated to the promotion of charitable, religious and educational purposes and no part of the net income or assets of this Corporation shall ever enure to the benefit of any director, officer, or to the benefit of any private individual.

Notwithstanding any other provision in these Articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal and whether acquired by charge for services rendered, gift, contribution, investment return or other source, shall be used and applied exclusively for the promotion of charitable, religious or educational purposes and so that no part of the net earnings of the Corporation will in any event enure to the personal benefit of any member of the Corporation or to any organization or other individual; provided, however, that reasonable compensation may be paid in exchange for services actually rendered to or for the benefit of the Corporation in furtherance of one or more of its purposes stated above.

ARTICLE V

Membership

The Corporation is not organized as an organization that consists of members.

ARTICLE VI

Subscriber

The name and address of the subscriber of this Corporation is as follows:

Randy K. Sterns
220 South Franklin Street
Tampa, FL 33602

Facsimile Audit Number: H00000043075 1

ARTICLE VII

Registered Agent

The name of the registered agent of the Corporation is Randy K. Sterns, 220 South Franklin Street, Tampa, Florida 33602.

ARTICLE VIII

Initial Directors

There shall be 3 directors constituting the Corporation's initial board of directors. The name and address of each person who is to serve as an initial director is:

David MacAllister
P.O. Box 1622
Litchfield, CT 06759

Randy K. Sterns
220 South Franklin Street
Tampa, FL 33602

T.S. Chapman
7008 Indian Trail Fairview Road
Indian Trail, NC 28079

ARTICLE IX

Management

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors initially at all three times and no more than ten members. The number of directors of the Corporation shall be 3, provided that such number may be changed from time to time by a bylaw duly adopted by the Board of Directors. Each member of the Board shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified.

The internal organization of the Board shall involve the election from among its membership of a chairman, secretary, treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such offices to be filled by vote of the Board of Directors and such officers to hold office until their successors are duly elected and qualified. The officers of the Corporation shall have such

Facsimile Audit Number: H00000043075 1

duties as may be specified by the By-Laws of the Corporation and shall serve without compensation. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Corporation.

ARTICLE X

Bylaws

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of its activities as it may deem appropriate from time to time. Upon proper notice, the Bylaws, as so adopted, may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular or special meeting called for that purpose, unless specified otherwise in the Bylaws of the Corporation.

ARTICLE XI

Amendments

Upon proper notice, these Articles of Incorporation may be further amended by a majority vote of those members of the Board of Directors present at any regular meeting or special meeting called for that purpose, unless specified otherwise in the Bylaws of the Corporation.

ARTICLE XII

Distribution of Assets

Upon the dissolution or winding up of this Corporation, the residual assets of the Corporation remaining after payment, or provision for payment of all debts and liabilities of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law.

ARTICLE XIII

Defense and Indemnification of Officers and Directors

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or

Facsimile Audit Number: H00000043075 1

proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct."

ARTICLE XIV

Effective Date

These Articles of Incorporation shall become effective at the time of their filing by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, constituting the incorporator of this Corporation, and including all persons herein named as subscribers of this Corporation, hereby form this Corporation as a not for profit corporation under the laws of Florida and has executed these Articles of Incorporation this 16th day of August, 2000.



Randy K. Stern

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Facsimile Audit Number: H00000043075 1

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091, 617.023 and 607.0501, Florida Statutes, **MORNINGSIDE VILLAGE, INC.**, desiring to organize under the laws of the State of Florida, hereby designates **Randy K. Sterns**, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

By: *Randy K Stern*
Randy K. Sterns, Subscriber

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091, 617.023 and 607.0505, Florida Statutes.

Randy K Stern
Randy K. Sterns, Registered Agent

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