

TRANSMITTAL LETTER

11000000006073

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: EMERALD COAST CHURCH, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

200003366042--2
-08/21/00--01116--001
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: COUCH & RUSSELL FINANCIAL GROUP
Name (Printed or typed)

229 W. ELLISON
Address

BURLESON, TEXAS 76028
City, State & Zip

817.295.2236
Daytime Telephone number

FILED
00 SEP 13 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

TB



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 24, 2000

COUCH & RUSSELL FINANCIAL GROUP
229 W ELLISON
BURLESON, TX 76028

SUBJECT: EMERALD COAST CHURCH, INC.
Ref. Number: W00000020900

We have received your document for EMERALD COAST CHURCH, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 487-6928.

Tim Burch
Document Specialist

Letter Number: 000A00045512

ARTICLES OF INCORPORATION
OF
EMERALD COAST CHURCH, INC.

FILED
00 SEP 13 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the Corporation is **Emerald Coast Church, Inc.**

ARTICLE 2

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this Corporation is Emerald Coast Church, Inc., 7232 Manatee Rd., Navarre, Florida 32566.

ARTICLE 3

PURPOSES

The purposes for which the Corporation is organized, which Corporation shall be operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"), are as follows. Specifically, the Corporation is organized to operate as a church to carry on regular religious worship in the Christian faith and to do all things necessary or related thereto.

1. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations as they exist or as they may hereafter be amended.

2. To conduct, carry out, and further a Christian Ministry as God so directs, and

specifically to advance the gospel of Jesus Christ and the Word of God, either personally or by any media, including, but not limited to, audio tapes, print, video tapes, radio and television.

3. To provide, in an atmosphere where Jesus is Lord, an established place of regular congregational praise and worship services, Christian instructional facilities for all aspects of the members, including the young in age and young in spirit, the establishment and dissemination of a doctrinal code or creed based upon the inerrancy of the Word of God, and where appropriate, the ordination of ministers according to the respective call of the Lord upon their lives.

4. To provide educational facilities in the form of a Bible school to train and raise up apostles, prophets, evangelists, pastors and teachers in the uncompromised Word of God.

5. This corporation shall have the right to examine candidates for the ministry, and to license, commission and ordain those who shall have been approved by the Pastors and official board of this church according to standards set forth by the New Testament.

6. To form or hold a fund-raising corporation, whose purpose or purposes it shall be to operate as an integrated auxiliary of the church and to finance and fund the church activities in the advancement of the purposes of the church.

7. To form or hold an evangelistic corporation, whose purpose or purposes it shall be to operate as an integrated auxiliary of the church for the purpose of advancing the Gospel of Jesus Christ outside of the immediate vicinity of the church, as the church is obedient to the command of Jesus to be a witness of him both locally and unto the uttermost part of the earth (Acts 1:8).

8. This Corporation is organized pursuant to the Florida Nonprofit Corporation Act and does not contemplate pecuniary gain or profit to members thereof and is organized for nonprofit purposes.

ARTICLE 4

MANNER OF ELECTION OF DIRECTORS

The method of election of Directors shall be stated in the bylaws.

ARTICLE 5 POWERS

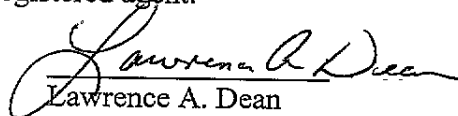
1. The Corporation has all the powers provided in the Florida Nonprofit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its expressed purposes.
2. The Corporation may reasonably compensate its employees, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes. However, this Corporation shall not engage in any activity or exercise any powers that are not in furtherance of charitable, religious, scientific, literary or educational purposes.
3. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
4. The property of the Corporation is irrevocably dedicated to nonprofit religious purposes.
5. No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, or to any other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the nonprofit religious purposes of the Corporation.
6. Upon the winding up and dissolution of the Corporation, the Board of Directors shall, after paying or adequately providing for all the debts, obligations, and liabilities of the Corporation, distribute the remaining assets of the Corporation to such organization or organizations which are organized and operated exclusively for the nonprofit religious purposes of the Corporation and which are tax exempt under Section 501(c)(3) of the Code, as the Board of Directors in its sole discretion shall determine.

ARTICLE 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is **7232 Manatee Rd., Navarre, Florida 32566**, and the name of its registered agent at such address is **Lawrence A. Dean**.

I hereby am familiar with and accept the duties and responsibilities as registered agent.


Lawrence A. Dean

ARTICLE 7

INCORPORATOR

The name and street address of the incorporator is:

Name of Incorporator	Address
Lawrence A. Dean	7232 Manatee Rd. Navarre, FL. 32566

ARTICLE 8

NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. If the Corporation dissolves, all of its assets will be distributed to an organization exempt from taxes under the provisions of Section 501(c)(3) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE 9

DURATION

The period of its duration is perpetual.

ARTICLE 10

RESTRICTIONS AND REQUIREMENTS

The Corporation may not pay dividends or other corporate income to its directors or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The Corporation may not take any action prohibited by the Florida Nonprofit Corporation Act. The Corporation may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in these Articles.

ARTICLE 11

BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence A. Dean	7232 Manatee Rd. Navarre, FL 32566
Mary A. Dean	7232 Manatee Rd. Navarre, FL 32566
William S. Webb	7621 Mack Hick Rd. Trussville, AL 35173

ARTICLE 12

AMENDMENTS TO BYLAWS

The bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given for an intention to alter, amend, or repeal the bylaws or to adopt new bylaws at such meeting.

ARTICLE 13

MANAGEMENT AND MEMBERS

This Nonprofit Corporation shall be a church with those purposes set forth in Article 3 herein. The affairs of this Nonprofit Corporation shall be managed as follows:

1. All Apostles, Prophets, Evangelists, Pastors, and Teachers shall give themselves continually to prayer and to the ministry of the Word, pursuant to Acts 6:4, and among the Apostles, Prophets, Evangelists, Pastors, and Teachers, **Lawrence A. Dean** shall be the Senior Pastor, and the Senior Pastor shall be wholly and singularly responsible for all spiritual aspects in the administration of the Corporation; and the Senior Pastor shall serve as such until his death or resignation, at which time the Board of Directors shall, upon direction from God, select a succeeding Senior Pastor.

2. The Board of Directors shall manage all business affairs of the Corporation, pursuant to Acts 6:3. The Board of Directors shall elect all subsequent members of the Board of Directors, as vacancies may occur.

3. As to members of the Church, while members of the Body of Christ shall be members of this church, such members shall have no voting rights or managerial rights as pertains to this Nonprofit Corporation, as such is contrary to the scriptural tenets upon which this Florida Nonprofit Corporation is formed. Therefore, for purposes of the Florida Nonprofit Corporation Act, the church will be deemed to have no members.

ARTICLE 14

LIMITATION ON LIABILITY OF DIRECTORS

The Directors of **Emerald Coast Church, Inc.** will not be liable to the Corporation for monetary damages for acts or omissions that occur in the Directors' capacity as Directors. This article does not limit the liability of the Directors for acts or omissions for: (1) a breach of the duty of loyalty to the corporation; (2) a bad faith breach of a Director's duty to the corporation, intentional misconduct, or a knowing violation of the law; (3) a transaction from which a Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or (4) an act or omission for which the liability of a Director is expressly provided by an applicable statute.

ARTICLE 15

INDEMNIFICATION

Right to Indemnification

1. The Corporation may indemnify each of its ministers (ministers to include apostles, prophets, evangelists, pastors, and teachers), officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a minister, director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs, and any other costs of a similar nature.

The Corporation shall not, however, indemnify any minister, officer, director, or employee until a determination that indemnification is permissible has been made by the procedure and according to the standards set forth in the bylaws of this Corporation.

Written Demand for Indemnification

2. Any minister, officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors by serving the written demand on the President or the Secretary (unless the President and Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within twenty (20) days after service of the written demand, determine that the minister, officer, director, or employee is entitled to indemnification, the minister, officer, director, or employee may, within twenty (20) days following the date of service of the demand, apply to a court of general jurisdiction in the county where the Corporation maintains its principal office to consider whether or not the minister, officer, director, or employee has met the standards set forth in the bylaws of this Corporation as to permissibility of indemnification. If the court determines that the conduct of the minister, officer, director, or employee was such as to meet those standards, the court shall order the Corporation to indemnify the minister, officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

ARTICLE 16

CONSTRUCTION

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

The undersigned incorporator has executed these Articles of Incorporation this 25TH day of JULY, 2000.

Signature of Incorporator:

Lawrence A. Dean

Lawrence A. Dean