

# N000000006156

## TRANSMITTAL LETTER

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

200003382702--1  
-09/06/00--01020--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Partnership Missions, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: A.G. Johnson JR.  
Name (Printed or typed)  
3200 S.W. 131<sup>ST</sup> Terr.  
Address  
DAVIE FL 33330  
City, State & Zip  
(954) 577-3387  
Daytime Telephone number

FILED  
00 SEP 18 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

W-2242  
gr 9/11



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 11, 2000

A.G. JOHNSON JR.  
3200 S.W. 131ST TERR.  
DAVIE, FL 33330

SUBJECT: PARTNERSHIP MISSIONS, INC.  
Ref. Number: W00000022142

We have received your document for PARTNERSHIP MISSIONS, 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 contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 800A00047823

FILED  
00 SEP 18 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

Partnership Missions, Inc.

I, the undersigned incorporator, hereby form and establish this nonprofit corporation under the laws of the State of Florida.

FIRST: NAME.

The name of this corporation is Partnership Missions, Inc.

SECOND: REGISTERED OFFICE AND AGENT.

The address of its registered office in Florida is:  
13925 Carlton Drive, Davie, Fl. 33330 Broward County,  
and the name of its resident agent at such address is A.G. Johnson, Jr.

THIRD: PURPOSE.

The mission of the corporation is to promote working relationships between religious and not-for-profit organizations in the United States with those outside of the United States. This will be done through education and fiscal appropriations that support said needs. This corporation is organized NOT FOR PROFIT, and the nature of its business, objects and purposes is to engage in any lawful act or activity for which corporations may be organized under the Florida Corporation Code, specifically including but not limited to the following:

(a) This corporation is organized exclusively for religious, charitable, literary or educational purposes, including for such purposes the making of distributions to organizations engaged in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which this corporation is organized and that qualify as exempt

Organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers or other private persons or individuals except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on

(1) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) or

(2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law).

(d) In the event of any dissolution of the corporation or the winding up of its affairs, or other liquidation of its assets, the corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the corporation's debts shall be conveyed or distributed as the Board of Directors shall determine, only to an organization or organizations created and operated for nonprofit purposes similar to those of the corporation, and within the intent of Section

501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law); provided, that any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

FOURTH: POWERS.

As a means of accomplishing the foregoing purposes the corporation shall have all of the powers that are lawful under the Florida Corporation Code, including but not limited to the following powers:

(a) the power to accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise for any of its objects and purposes, any property, real or personal, of whatever nature or description and wherever situated;

(b) the power to sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law and these Articles;

(c) the power to borrow money, and from time to time to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of change, and other obligations of the corporation for money borrowed or in payment for property acquired or for any other proper purpose for which this corporation is chartered, and to secure the payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or

any part of the property, rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired;

(d) the power to invest and reinvest its funds in such bank accounts, stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended. Only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations, as they now exist or as they may hereafter be amended, and by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

FIFTH: NO CAPITAL STOCK.

The corporation shall NOT have authority to issue capital stock.

SIXTH: MEMBERSHIP.

The conditions of membership, if any, shall be as set forth in the bylaws.

SEVENTH: INCORPORATOR.

The name and place of residence of the incorporator is A.G. Johnson, Jr., 13925 Carlton Drive, Davie, Fl. 33330

EIGHTH: TERM.

This corporation shall have a perpetual existence.

NINTH: DIRECTORS.

The number of directors shall be three or more, fixed in the manner provided in

the bylaws. The following directors shall serve until the first annual meeting of the members of the corporation, or until their successors are elected and qualified, or until their earlier resignation or removal:

A.G. Johnson, Jr.; Hal Mayer; Greycy Alonso

TENTH: BYLAWS.

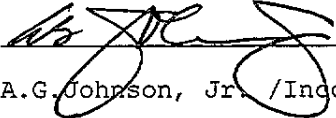
The Board of Directors of this corporation shall have the exclusive power to adopt, alter, amend and repeal the bylaws, in whole or in part, at any regular meeting or special meeting called for that purpose, or at any other time, and from time to time in accordance with the bylaws.

ELEVENTH: DIRECTORS' LIABILITY.

The directors shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, excepting that such liability is not eliminated or limited

- (a) for any breach of the directors, duty of loyalty to the corporation,
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,
- (c) as provided by Florida State statutes or
- (d) for any transaction from which the directors derived an improper personal benefit.

EXECUTED September 14, 2000

  
A.G. Johnson, Jr. /Incorporator

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

EXECUTED September 14, 2000

  
A.G. Johnson, Jr. /Registered Agent