

NO000000008535

December 6, 2000

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

**SUBJECT: KEY WEST VINEYARD, INC.**

Dear Sir or Madam,

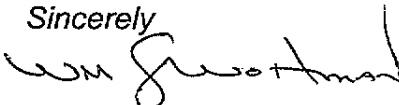
Enclosed is an original and two (2) copies of the Articles Of Incorporation and a check for \$87.50 for; the Filing Fee, Designation Of Registered Agent, Certified Copy of the Articles of Incorporation, and a Certificate Of Status.

Please forward the stamp/dated and certified copies to:

Wm. G. Woltman  
701 Spanish Main Dr. #584  
Cudjoe Key, FL 33042

Thank you for your assistance.

Sincerely



WM. G. Woltman

900003495899--2  
-12/11/00--01143--020  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

FILED  
00 DEC 27 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Seb  
12/20

W-29447



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 15, 2000

WM G WALTMAN  
701 SPANISH MAIN DR #584  
CUDJOE KEY, FL 33042

SUBJECT: KEY WEST VINEYARD, INC.  
Ref. Number: W00000029447

We have received your document for KEY WEST VINEYARD, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6926.

Gina Bullock  
Document Specialist

Letter Number: 300A00063185

**NON-PROFIT CORPORATION**

**Articles of Incorporation**

of

**KEY WEST VINEYARD, INC.**

FILED  
00 DEC 27 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, who is a natural person 18 years of age or older, in order to form a corporate entity under the Florida Non-Profit Corporation Status, adopts the following articles of incorporation:

**ARTICLE I**

The name of this corporation is KEY WEST VINEYARD, INC.

**ARTICLE II**

The registered office and principal place of business of this corporation is located at 701 Spanish Main Dr. #584, Cudjoe Key, Florida 33042. Offices may also be maintained at such other place or places, either within or without the State of Florida, as may be designated from time to time by the Board of Directors.

**ARTICLE III**

This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Florida Statutes, exclusively for religious purposes.

The purpose of this corporation is to proclaim the Gospel of the Lord Jesus Christ, to develop Christian leadership, to perform charitable work and to otherwise function as a church.

This corporation shall not afford pecuniary gain, incidentally or otherwise, to any individual.

**ARTICLE IV**

A. The corporation elects to have no members. Any action which would otherwise require a vote of members shall require only a vote of the members of the Board of Directors, and no meeting or vote of members shall be required for this Corporation, any provision of the Articles of Incorporation of this Corporation or the Bylaws of the corporation to the contrary notwithstanding.

B. The corporation, a church, elects the Episcopal form of church government, whereby the Board of Directors shall be the final arbiter of all questions of property, policy, and polity of every kind and nature whatsoever, and the Board of Directors in its deliberations as the ecclesiastical government of the organization shall use as its sole and final authority and standard the Holy Scriptures, Old and New Testaments, New King James Version.

## ARTICLE V

A. The number of Directors shall be no less than three (3). The names and addresses of the initial directors are:

NAME	ADDRESS
Pastor Wm. G. Woltman	701 Spanish Main Dr. #584 Cudjoe Key, Florida 33042
Patricia L. Woltman	701 Spanish Main Dr. #584 Cudjoe Key, Florida 33042
Rev. Steve Lawes	100 County Road Big Pine Key, Florida 33043

The extent of personal liability, if any, for directors, officers, or members for corporate obligations and the methods of enforcement and collection, are as follows: NONE. Further, the Directors and Officers shall be exempt from liability and/or indemnified from costs and judgments to the full extent permitted by Florida law. In the event Florida law is subsequently amended to authorize the further elimination or limitation of the liability of Directors or Officers of nonprofit corporations, then the liability of Directors and officers of the corporation in addition to the limitation on personal liability provided under this Article, shall be limited to the fullest extent permitted by such later amended Florida law.

B. The method of election or appointment of directors is stated in the bylaws.

## ARTICLE VI

WM. G. Woltman of , 701 Spanish Main Dr. #584, Cudjoe Key, Florida 33042, who has been a bona fide resident of Florida for at least three (3) years, is hereby appointed Statutory Agent of the corporation upon whom all notices of process, including summons, may be served. The Board of Directors may revoke the appointment of such agents at any time and shall have the power to fill any vacancy.

## ARTICLE VII

The name and Address of the Incorporator is: Pastor Wm. G. Woltman, of 701 Spanish Main Dr. #584, Cudjoe Key, Florida 33042.

## ARTICLE VIII

The period of duration of corporate existence of this corporation is perpetual.

The corporation shall not have capital stock.

## ARTICLE IX

A. This corporation is a not-for-profit corporation and is not organized for the private gain of any person. It is organized under the Florida Statutes exclusively for religious purposes as a church.

B. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

C. 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.

D. The property of the Corporation is irrevocably dedicated to nonprofit religious purposes. 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.

E. 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 exclusively for nonprofit religious purposes in such a manner as the Board of Directors shall in its sole discretion determine; or shall 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 amended, as the Board of Directors in its sole discretion shall determine.

## ARTICLE X

In furtherance of its religious nonprofit tax-exempt purposes, the Corporation shall have the following powers and authority:

(a) To do all acts, perform all functions, and carry on all activities permitted by the nonprofit corporation laws of the State of Florida, or of any other State in which the Corporation is qualified to act.

(b) To have and exercise all powers and rights enjoyed by corporations generally in the State of Florida, and in any State in which the Corporation is qualified to act, as long as the exercise of such powers is not specifically prohibited for nonprofit religious corporation.

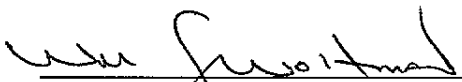
(c) To use all media, whether now known or hereafter discovered, including but not limited to print, television, telecommunications, and radio.

(d) To exercise such incidental powers as may reasonably be necessary to carry out the purposes for which the Corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a religious organization as set forth in Section 501(c)(3) of the Code.

(e) Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the nonprofit religious purposes of the Corporation, and the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from any Federal income tax under Section 501(c)(3) of the Code, or under the corresponding section of any future United States revenue law; or (b) by a corporation, contributions to which are deductible under 170(b)(1)(A)(i) of the Code, or the corresponding section of any future United States revenue law.

## ARTICLES XI

IN WITNESS WHEREOF, the undersigned incorporator, has executed and submitted these Amended Articles of Incorporation this 20 day of December, 2000.

  
Wm. G. Woltman / Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept appointment as registered agent and agree to act in this capacity.

  
Wm. G. Woltman / Registered Agent

FILED  
00 DEC 27 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA