

TRANSMITTAL LETTER

No 10000001908

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

SUBJECT: New Hope Primitive Baptist Church, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000003852250--4
-03/14/01--01045--009
*****87.50 *****87.50

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: Rodney Roberts
Name (Printed or typed)

432 Hickory Road
Address

Apopka, FL 32712
City, State & Zip

800-622-0690
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 MAR 14 AM 11:00
FILED

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

gje/19

FILED
01 MAR 14 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
New Hope Primitive Baptist Church, Inc.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation not-for-profit, under the laws of the State of Florida, providing for the formation, liabilities, rights, and privileges, and immunities of Corporations not-for-profit under the following Articles of Incorporation, to-wit:

ARTICLE I - NAME, ADDRESS, AND REGISTERED AGENT

The name of this corporation shall be New Hope Primitive Baptist Church, Inc.; the street address of its principal place of business (as may be changed from time to time) shall be 46 East Miller Street, Winter Garden, Florida; and the initial the mailing address of the corporation is 46 East Miller Street, Winter Garden, Florida 34787.

ARTICLE II - NAME AND ADDRESS OF REGISTERED AGENT

The name and street address of the initial Registered Agent for the Corporation is Rodney Roberts, 432 Hickory Road, Apopka, FL 32712.

ARTICLE III - TERM OF EXISTENCE AND PURPOSE

This Corporation is intended to exist perpetually until and unless dissolved in the manner provided by law and is organized exclusively for religious purposes, including for such purposes the

making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future U.S. federal tax code.

ARTICLE IV - NATURE OF BUSINESS

The general nature of business to be transacted by this Corporation in furtherance of the Corporation's purpose shall be:

- A. To own and hold property for the purpose of conducting services for religious worship.
- B. To own and hold property for the purpose of one or more congregations conducting services of religious worship in the manner set forth in paragraph A. hereof and to acquire and otherwise arrange for and maintain one or more church buildings, chapels, shrines, and/or meeting rooms.
- C. To conduct a radio ministry.
- D. To make such gifts for educational, religious, scientific or other charitable purposes as may be authorized by the Board Of Directors, provided that any such gift or gifts shall be in keeping with the corporate purpose.
- E. To publish or otherwise acquire, own, hold, sell, assign, transfer, mortgage, pledge and otherwise deal in any type of property, either real or personal, including shares of stock, securities and bonds of other corporations or governments, for any purpose whatsoever relating to the objectives of this Corporation and to borrow money and contract to repay the same and to issue as security therefor notes, mortgages, and other evidences of indebtedness as security.

F. To Solicit and accept gifts of money and property in order to carry out the corporate purposes.

G. Power to do all things incidental or necessary to carry out the above-mentioned objects and purposes, including power to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description, and to do all things as set forth herein as fully and to the same extent as natural persons might or could do and not otherwise prohibited by some provision of these articles or by the laws of the State Of Florida; subject to the following limitations, to-wit:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, 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 in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or

corresponding Section of any future U.S. tax code or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. tax code).

2. Upon the dissolution of the Corporation, the Board of Directors, shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation as follows:

All of the assets shall be distributed to one or more Primitive Baptist Churches whom the directors may in their discretion determine, provided however, that any such organization(s) and distribution or distributions shall be for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future U.S. federal tax code.

ARTICLE V - INCORPORATORS

The names and addresses of each Incorporator are as follows, to-wit:

- | | | | |
|---|--|---|--|
| Glenn A. Blanchard
2600 Diplomat Dr.
Melbourne, FL 32901; | Wendell Ulmer
431 Spring Hollow Blvd.
Apopka, FL 32712; | Carroll Phillips
703 N. Pkwy. St.
Deland, FL 32720; | E. W. McDonald
5313 Spaatz Ave.
Orlando, FL 32829; |
| Rodney Roberts
432 Hickory Rd.
Apopka, FL 32712; | Wayne Garvin
7631 Claracona-Ocoee Rd.
Orlando, FL 32818; and | Richard A. Lawrence, Jr.
200 Cade Avenue
Melbourne, FL 32901. | |

ARTICLE VI - MEMBERSHIP

The membership of this corporation shall consist of the those persons presently members of

New Hope Primitive Baptist Church as of the date of approval of these Articles of Incorporation and of those persons who subsequently become members of said Church.

A. The manner of expulsion or suspension of individual members shall be as follows:

1. If any member requests his/her name be removed as a member of the Corporation or of the Church, and such resignation is accepted by the Board Of Directors or by a meeting of the Church, then such member's membership in the Corporation shall immediately cease as of the date of the action of the Church membership or the Board (whichever body may act first).

2. Members whom are excluded from membership of New Hope Primitive Baptist Church shall likewise simultaneously (at the time of such exclusion) lose membership in this Corporation without further action by the Board Of Directors.

3. A member whom is deceased shall lose their membership in the corporation as of the date of his or her death.

4. Members shall remain members of the Corporation unless and until death, they resign, or they are excluded (as set forth hereinabove).

B. Membership in the Corporation shall be nontransferable and no member shall have any vested right, interest, or privilege of, in, or to the assets, functions, affairs or franchises of the Corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue if his/her membership ceases, or while he/she is not in good standing.

C. Unless otherwise set forth in these Articles or required by law or in the By-laws, it shall

not be necessary for a majority of members to be present in order to constitute a quorum at any regular or special meeting of the membership properly called in accordance with the provisions set forth in the By-laws and those members present at any such meeting shall constitute a quorum and the meeting may conduct and approve any and all business authorized to be conducted by the membership in these Articles of Incorporation and the Bylaws.

D. Those matters concerning membership not specifically addressed herein shall be as set forth in the Corporate Bylaws; provided however, that if any such Bylaw shall conflict with these Articles Of Incorporation, these Articles shall govern.

ARTICLE VII - BOARD OF DIRECTORS

A. The business of the Corporation shall be managed and its corporate powers exercised by a committee of not less than three nor more than fifteen members which shall be termed the Board of Directors, the number of which may be set from time-to-time by the Corporate By-laws and the initial Board of Directors shall be nine in number who shall serve until their successors are elected. The members of the Corporation shall elect each member of said Board of Directors at a meeting called for such purpose and such meeting shall be held not less than yearly and in a manner to be more specifically set forth in the Corporate By-Laws.

B. The Qualifications For Membership on the Board Of Directors of the Corporation shall be that such person shall be a member in good standing of New Hope Primitive Baptist Church.

C. The term of office of members of The Board Of Directors shall not exceed five years with

the length of said terms of office to be as more specifically set forth in the Bylaws. Such terms may be staggered so that only a portion of the board is elected each year; however the term of office of any member of the board shall end upon the resignation of such member from the board, the end of a Director's term of office, or immediately upon a Director ceasing to be a member of New Hope Primitive Baptist Church or being removed by a majority vote of the members of the Corporation (which removal may be at a special meeting called for such purpose or at any regular meeting of the corporate membership, provided notice of such pending action is placed on the agenda or call for such meeting as may be more specifically set forth in the corporate By-laws). The term of office of each director shall be as specified by the membership at the time of such person's election or as otherwise specified in the Corporate By-Laws.

D. Those matters concerning the election and removal of members of the Board Of Directors not specifically addressed herein shall be as set forth in the Corporate Bylaws; provided however, that any such Bylaw shall not conflict with these Articles Of Incorporation.

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The names and addresses of the members of the First Board of Directors of the Corporation who shall serve until their successors are duly elected and installed and the length of each of said directors term of office are as follows, to-wit:

<u>Names:</u>		<u>Term of Office</u>
Glenn A. Blanchard 2600 Diplomat Dr. Melbourne, FL 32901;	Wendell Ulmer 431 Spring Hollow Blvd. Apopka, FL 32712;	William Ulmer 7641 Clarcona-Ocoee Rd. Orlando, FL 32818;

William McSwain
10520 Parkridge Rd.
Windemere, FL 34786;

David Piney
2821 Cobia Ct.
Orlando, FL 32822;

David Warren Two Years
112 Michael Dr.
Oviedo, FL 32765-8732;

Rodney Roberts
432 Hickory Rd.
Apopka, FL 32712;

Wayne Garvin
7631 Clarcona-Ocoee Rd.
Orlando, FL 32818; and

Joe Fuller One Year
202 Betsy Run
Longwood, FL 32779.

ARTICLE IX - OFFICERS

The officers of the Corporation shall be elected annually by majority vote of the members of the Corporation present at a meeting called for such purpose and such meeting shall be held not less than yearly and in the manner more specifically set forth in the Corporate Bylaws. The officers shall be President, Vice-President, Secretary, and Treasurer together with such other offices as may be established from time-to-time in the Corporate Bylaws. The names of the initial officers of the Corporation who are to serve until their successors have been elected and are duly qualified are as follows, to-wit:

<u>Name</u>	<u>Office</u>
Glenn A. Blanchard	President
William McSwain	Vice-President
Rodney Roberts	Secretary
Wendell Ulmer	Treasurer

ARTICLE X - AMENDMENTS

The procedure for amending and/or restating the Articles Of Incorporation and amending the Corporate By-laws shall be as follows:

Amendments and/or restatements to these Articles of Incorporation and to the Corporate By-laws shall be approved by a majority vote of the members present at any regular meeting of the membership or special meeting called for such purpose; provided however, that prior to any such meeting, a copy of the proposed amendment shall be placed by the Secretary at the principal office of the corporation for the inspection of members not less than two weeks prior to such meeting.

ARTICLE XI - MISCELLANEOUS

For purposes of clarification, New Hope Primitive Baptist Church (mentioned heretofore in these Articles) is an unincorporated Christian religious organization presently located in Winter Garden, Florida, composed of a group of persons whom have entered into a covenant among themselves and with Almighty God to abide by the Rules Of Decorum of the Church and to accept those Articles of Faith which have been promulgated by the Church and are subscribed to and earnestly believed in by those of the Primitive Baptist Faith.

IN WITNESS WHEREOF, WE, the undersigned Incorporators, have

affixed our hands and this 11 day of March, 2001.

Glenn A. Blanchard
GLENN A. BLANCHARD, Incorporator

03/08/01
Date

Wendell Ulmer
WENDELL ULMER, Incorporator

3-11-01
Date

Wayne Garvin
WAYNE GARVIN, Incorporator

3/11/01
Date

E. W. McDonald
E. W. MCDONALD, Incorporator

3/11/01
Date

Rodney Roberts
RODNEY ROBERTS, Incorporator

3/11/01
Date

Carol Phillips
CAROLL PHILLIPS, Incorporator

3/11/01
Date

Richard A. Lawrence, Jr.
RICHARD A. LAWRENCE, JR., Incorporator

03/08/01
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Rodney Roberts
RODNEY ROBERTS/Registered Agent

3/11/01
Date

FILED
01 MAR 14 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA