

# No 1000004975

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July 10, 2001

Via Federal Express - Airbill No. 1780477016

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

300004471143--7  
-07/12/01--01044--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Waypointe Fellowship, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation of Waypointe Fellowship, Inc., and Acceptance of Registered Agent for filing with the Secretary of State, along with the filing fee of \$78.75 for same. I would appreciate your help in expediting the same. Once this is filed I would appreciate it if you would return the "date and time" stamped (or certified) copy in the enclosed a Federal Express package, along with the proof of filing to the undersigned.

Thank you for your cooperation in this matter. If you have any questions or require additional information, please do not hesitate to contact me.

Sincerely,



Gregory S. Flanagan

GSF:jam

Enclosures

C:\MyFiles\Corporate\Waypointe Fellowship\secretary of state - 07-10-01.wpd

FILED  
01 JUL 12 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T. Burch JUL 13 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**WAYPOINTE FELLOWSHIP, INC.**

For the purposes of forming a Florida not-for-profit corporation pursuant to Chapter 617, Florida Statutes, the undersigned files these Articles of Incorporation and states as follows:

**ARTICLE I**

**NAME**

The name of the corporation is **WAYPOINTE FELLOWSHIP, INC.**

**ARTICLE II**

**MAILING ADDRESS**

The address of the principal office is 4225 Northeast 18<sup>th</sup> Terrace, Ocala, FL 34479 and the mailing address is 4225 Northeast 18<sup>th</sup> Terrace, Ocala, FL 34479.

**ARTICLE III**

**PURPOSE OF CORPORATION**

The purposes for which this corporation is formed are as follows:

The general nature of the object of this corporation is to promote the message of Jesus Christ through the Bible which is the Word of God, and to bring encouragement and exhortation to the Body of Christ Jesus; and to exercise any and all rights and privileges which are now or which may hereafter be conferred upon corporations organized pursuant to the non-profit corporate laws of the State of Florida , within the limitations of Section 501(c)(3) of the Internal Revenue Code of 1954, or any corresponding provisions of future provisions of any future United States Internal Revenue Law.

#### **ARTICLE IV**

##### **TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE V**

##### **MEMBERSHIP**

Members at large of the corporation shall include those of a kindred spirit who knowingly and willingly submit to the purposes herein prescribed. New members shall be admitted in the manner provided in the By-Laws.

#### **ARTICLE VI**

##### **DESIGNATION OF REGISTERED AGENT** **INITIAL ADDRESS OF REGISTERED OFFICE**

The initial Registered Agent is designated as **DEREK WORTHINGTON**. The Registered Agent of the corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

The street address of the initial registered office of this corporation in the State of Florida is 4225 Northeast 18<sup>th</sup> Terrace, Ocala, FL 34479.

#### **ARTICLE VII**

##### **DIRECTORS**

This corporation shall initially have three (3) directors. Directors shall be elected as provided in the Bylaws. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws, but shall never be less than three (3).

**ARTICLE VIII**

**INITIAL DIRECTORS**

The name and street address of the members of the first Board of Directors are:

**DEREK WORTHINGTON**

4225 Northeast 18<sup>th</sup> Terrace, Ocala, FL 34479

**RODDY "JOHN" WAGNER**

715 Rich Drive, Ocoee, FL 34761

**SCOT McCLAMMA**

4409 S. Kirkman Road #104, Orlando, FL 32811

The above named Directors shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified.

**ARTICLE IX**

**INCORPORATOR**

The name and street address of the Incorporator filing these Articles of Incorporation is:

**DEREK WORTHINGTON**

4225 Northeast 18<sup>th</sup> Terrace, Ocala, FL 34479

**ARTICLE X**

**DISTRIBUTION UPON DISSOLUTION**

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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.

2. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 5601(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) 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 United States Internal Revenue Law).

3. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

4. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall at the time qualify as an except organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or of the corresponding provision of any future United States Internal Revenue Law), as that Board of Trustees shall determine. Any asset not so disposed of shall be disposed of in such manner as approved by order of the Circuit Court of the County in which the principal office is located, upon petition therefore by the Board of Trustees, and after the publication of such notice as the Court may direct.

## **ARTICLE XI**

### **AMENDMENT**

These Articles of Incorporation and the Bylaws of this Corporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors.

## **ARTICLE XII**

### **DATE OF INCEPTION**

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22 day of June, 2001

  
DEREK WORTHINGTON

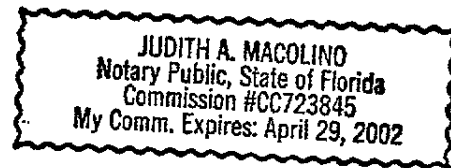
STATE OF FLORIDA   )  
COUNTY OF MARION )

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared **DEREK WORTHINGTON**, who produced a Florida Driver's License as identification and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 22nd day of June, 2001.

NOTARY PUBLIC:

Name: Judith A. Macolino

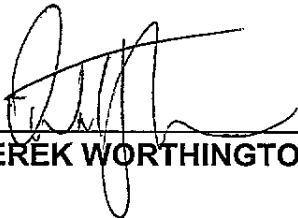


**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to Florida Statute 48.091 and Article V of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates his location for service of process as:

4225 Northeast 18<sup>th</sup> Terrace, Ocala, FL 34479

The undersigned shall serve as Registered Agent until otherwise removed or shall resign pursuant to the laws of the State of Florida.

  
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**DEREK WORTHINGTON**