

No 1000005694

JESUSQUEST  
INTERNATIONAL



Bill and Nancy McCombes  
11728 McCormick Road  
Jacksonville, FL 32225  
(904) 641-0488

*Seek Ye First The Kingdom of God*

8/7/01

To: Department of State  
Division of Corporations

Subject: Articles of Incorporation for: JesusQuest International, Inc.

A Not For Profit Corporation

100004524731--8  
-08/08/01--01077--002  
\*\*\*\*\*89.50 \*\*\*\*\*89.50

Enclosed please find: Transmittal Letter

Three signed copies of the "Articles of Incorporation"  
Check for \$89.50; (\$87.50 for filing fee, Certified Copy &  
Certificate plus \$2.00 for two extra pages.)

Thank you for your attention to this matter.

Sincerely,

William J. McCombes, President  
JesusQuest International, Inc.

FILED  
01 AUG -8 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8-13-01  
90

# ARTICLES OF INCORPORATION

For

## JesusQuest International, Inc.

*The undersigned incorporator, in compliance with and for the purpose of forming a corporation (Not for Profit) under the Florida Not for Profit Corporation Act (Chapter 617, F.S.) and pursuant to the purpose and meaning of Section 501(c)3 of the Internal Revenue Code of 1986, hereby adopts the following Articles of Incorporation:*

FILED  
01 AUG -8 AM 10: 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I NAME

The name of the corporation shall be: JesusQuest International, Inc.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

JesusQuest International, Inc.

11728 McCormick Road

Jacksonville, FL 32225

### ARTICLE III PURPOSE

JesusQuest International, Inc., "JesusQuest", is established as a faith based Christian ministry, (a non-denominational fellowship of believers), organized as a Corporation under the Florida Not For Profit Corporation Act. JesusQuest is a ministry of prayer, consulting and counseling to corporate executives, Christian leaders, entrepreneurs and those in the marketplace. JesusQuest will communicate the "heart" of God and bring stability to the Body of Christ through leadership training, discipleship, prayer, personal coaching, counseling, praise, worship and education. JesusQuest will bring the reality of Godly principles to meet the needs of all people, at home, at work, and in the community, through conferences, workshops, books, tapes, videos, CD's, DVD's and other forms of media, individually and in group settings.

JesusQuest will provide God's blueprint for successful and victorious living at home and in the marketplace. By "Seeking First the Kingdom of God", JesusQuest will purpose to bring God's reality to people by bringing people into His presence to learn of His personality and character, so that they will be able to apply scripturally based truths to their daily activities in the marketplace, at home and in their communities.

JesusQuest, by communicating the heart of God to the business community and community in general, will endeavor to assist people to find their "call" in life, their destiny, and their place of ministry and service in and to the Body of Christ. JesusQuest will provide a "safe haven", a place where ministry leaders, Christian business leaders and those in the market place may "share their hearts" in an atmosphere of complete trust, confidence and acceptance. A primary focus of JesusQuest will be bringing people to a place of joy, peace, and righteousness, with success and personal value. JesusQuest will seek to reach out to all people desiring assistance with spiritual, mental, emotional, and physical needs. The specific purposes for which the corporation is organized are set out in Articles VIII through X.

**ARTICLE IV MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is:

Directors shall be elected by majority vote at the annual meeting of the Board of Directors.

**ARTICLE V DIRECTORS**

The number of the Directors constituting the initial Board of Directors of the corporation is three (3), and the Board of Directors shall be not less than three (3) or more than nine (9), and the names, addresses, and offices of the persons who are to serve as the initial Directors are:

William J. McCombes  
President  
11728 McCormick Road  
Jacksonville FL 32225

Mel G. Fannin, Jr.  
Vice President  
2000-I Corporate Sq. Blvd.  
Jacksonville, FL 32216

Nancy L. McCombes  
Secretary/Treasurer  
11728 McCormick Road  
Jacksonville, FL 32225

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is:

William J. McCombes  
11728 McCormick Road  
Jacksonville, FL 32225

**ARTICLE VII INCORPORATOR**

**The name and address of the Incorporator to these Articles of Incorporation :**

**William J. McCombes      11728 McCormick Road      Jacksonville, FL 32225**

**ARTICLE VIII**

**The purposes for which the corporation is organized are: to operate exclusively for religious, charitable, educational, and distinct ecclesiastical purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1986, as amended, or any superseding statute thereto, and such purposes shall include the following:**

- (a) Spiritual, religious, educational training, ministry, and discipleship for developing Christian growth in the marketplace and community.**
- (b) To conduct a ministry by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all of the Commandments and provisions as set forth in the Holy Bible, the irrevocable Word of God.**
- (c) Minister, teach, and proclaim the Word of God, godly principles and scripturally based business principles to the community, nation and nations of the world.**
- (d) Promote and encourage, through the ministry of JesusQuest International, Inc., reconciliation and restoration for the purpose of promoting unity within families, the community, nation and the world.**
- (e) Partner with and support organizations and individuals of like mind and faith, seeking to bring God's love and saving grace to all people.**
- (f) To acquire and hold such property, either real or personal, for organizational purposes, as may be necessary for its membership.**

- (g) To produce materials in the form of: books, cassettes, CDs, videos, DVD's, the internet, and other forms of communication technology, etc. These materials will minister to, train, and develop the body of Christ and those who are in need of Him, as well as help fund the ministry through sales of such materials.**
- (h) To hold seminars, leadership training, conferences, workshops, luncheons, crusades, concerts, meetings, and other events, both indoor and outdoor, for the purpose of drawing men to Christ. To develop moral and spiritual values in personal lives, in the marketplace, and communities by communicating the heart of God and spiritual truths of the Bible and their practical application in daily living.**
- (i) To attend and participate in conferences, training courses, seminars and institutions of higher learning, to gain, maintain, and increase skills necessary to promote and further the mission, purpose and goals of the corporation. To purchase books, cassettes, videos, and other training materials and curriculum to meet the above stated goals, for use by Directors, staff, volunteers and others that are ministered to and served by this corporation.**
- (j) To travel locally, nationally, and abroad doing the previously mentioned works of this Corporation.**

#### **ARTICLE IX**

**In accordance with and in addition to the powers conferred by the laws of the State of Florida, the Corporation shall have the following powers:**

- (a) To receive and accept gifts of money, equipment, supplies and property and to hold the same for any of the purposes of the Corporation and its work.**

- 
- (b) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.**
  - (c) To acquire, own, lease, mortgage, and dispose of property, both real, intellectual, and personal.**
  - (d) To conduct and carry on religious services, seminars, workshops, conferences and instruction through the public media, including electronic broadcasting, AM and FM radio, telecasting, microwave distribution, closed circuit transmission, the World Wide Web, cable television, books, cassettes, videos and other such means.**
  - (e) To acquire, own, and operate such broadcasting and/or telecasting facilities and/or web sites .**
  - (f) To issue annuities and to enter into gift-annuity contracts.**
  - (g) To accept property and donations in trust for religious or charitable purposes.**
  - (h) To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the Corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.**
  - (i) To market tapes, books, CD's, videos, DVD's and such other materials produced by JesusQuest to fund the expenses of the ministry.**

## **ARTICLE X**

**JesusQuest International, Inc., is not organized for pecuniary gain or profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any members, Directors or individuals, except that JesusQuest shall be authorized and empowered to pay and to be paid a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the articles hereof. No substantial part of the activities of JesusQuest shall be the carrying on of propaganda or otherwise attempting to influence legislation, (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and JesusQuest shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.**

**Notwithstanding any other provisions of these Articles, JesusQuest shall not carry on any other activities not permitted to be carried on by:**

- (a) A Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or**
- (b) A Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), or**
- (c) In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all of the business, property, and assets of the Corporation shall go and be distributed to such Non-Profit Corporation(s) qualifying as an Organization exempt under the provisions of section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an Organization qualifying as a public charity under the provisions of Section 509 (a) (1) or 509 (a) (2) of the Internal Revenue Code of 1986, as amended, or any superseding statute, as the Directors of the Corporation may select and designate. In no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the**

reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose. 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 the Organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XI**

The initial Board of Directors is established by these Articles of Incorporation as specified in Article V. The business and property of the Corporation shall be managed by a Board of not less than three (3) or more than nine (9) Directors. The present Directors now duly constituted and elected shall constitute the Board of Directors and they shall hold their offices permanently, so far as may be until other or further election. In the event of the inability of any Director to act, or in the event of the death of any Director, the remaining Directors shall elect another Director, or Directors, to fill the vacancy or vacancies, thus created. A new Director shall be elected by a majority vote of the total Directors, excluding the Director whose position is being filled by vote.

- (a) The Directors in their collective capacity shall be known as the Board of Directors and under that name shall constitute the governing body, and shall conduct and transact all business of the Corporation.
- (b) The Directors shall have power and authority to hold an annual meeting of the Board of Directors and may likewise hold special meetings as may be determined by the Board of Directors. The annual meeting, if and when held, shall be held at the offices of the Corporation in Jacksonville, Florida on the first Monday of March in each year at the hour of 7:00 P.M. of such day, or as soon thereafter in each year as possible for the Directors to call such meeting. Any special meetings may be held at such time as the Directors may determine, and all meetings shall be held at the offices of the Corporation in Jacksonville, Florida or as specified by the Board.



**(c) There shall be but two classes of membership in this Corporation. The first class of membership will be the members of the Board of Directors. The members of the Board of Directors will be the voting members. Only the Board of Directors will be authorized to vote. The Board of Directors will constitute the voting members of the Corporation and will have complete and total administrative and operational control of the Corporation as specified in the Articles of Incorporation. The second class of membership will be the participating members of the fellowship. Participating members of the fellowship will have no authority or voting rights. Participating members shall have no authority to (a) approve or recommend to members actions or proposals required by law to be approved by the members; (b) designate candidates for the office of director, for the purposes of proxy solicitation or otherwise; (c) fill vacancies on the board of directors or any committee thereof; and (d) amend these Bylaws. Membership in this Corporation may be obtained by natural persons of all races, creeds, and colors, who shall publicly profess belief in Jesus Christ as their personal Savior, and who shall further profess their belief in the purposes of this organization as set forth herein above, and who shall thereafter be accepted into membership in such manner as provided by the Board of Directors of this Corporation. The subscribers to these Articles of Incorporation and the initial Directors of this Corporation shall be and constitute the initial members of this Corporation. Any Amendments to the Articles of Incorporation may be made, altered or rescinded only by the Board of Directors of this Corporation, having received the vote of a majority of the Board of Directors in office.**

**(d) The Board of Directors shall have authority and power, which is hereby given, to provide suitable and proper means, religious ceremony, and required tests and qualifications, for entrance into the ministry of the Church. The Board of Directors, by and through, the means as established and administered, that any and all applicants may be inducted into the ministry thereby, license, commission, or full ordination with all Church authority possible, for any Church or ecclesiastical body to be given, or to**

**possess, or to administer, giving therein authority to administer all sacred services of ecclesiastical bodies, to include all sacred and sacramental services, and to further include the marriage services, and the sacred services of baptism.**

- (e) The Board of Directors shall have the authority and power, which is hereby given, to establish, institute, operate, and maintain any and all such additional departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles as may be deemed appropriate and advisable by said Board of Directors for the propagation of the Gospel, Christian ministry, and religious worship anywhere within the United States of America and/or in any other country.**
  
- (f) The Board of Directors of JesusQuest International, Inc., shall have power and authority which is hereby given, to negotiate or designate agents to negotiate all of the business transactions, all receipts and all disbursements, for any such additional departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles established or instituted by this Corporation.**
  
- (g) A majority of the Directors shall constitute a quorum for the transaction by the Board of Directors of any and all business, in accordance to the laws of the State of Florida.**

**ARTICLE XII**

The manner in which the Directors of the Corporation shall be elected or appointed shall be governed by the provisions of these Articles of Incorporation and as set forth in the "By Laws of the Corporation" duly ratified by the Directors.

The Corporation shall be a sovereign body, and the regulation of the internal affairs of the Corporation shall be governed by the provisions of these Articles of Incorporation.

The place where the business of JesusQuest International, Inc. shall be transacted is Jacksonville, Florida, where the principal office shall be.

Dated the 7<sup>th</sup> day of August, 2001

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.

*Signature of Incorporator,*

WJ McCombes  
William J. McCombes

**ACCEPTANCE BY REGISTERED AGENT**

*Having been hereby named as registered agent and to accept service of process for the above stated corporation for at the place designated in this certificate, I hereby accept 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.*

*Signature of registered agent,*

WJ McCombes  
William J. McCombes

August 7, 2001  
Date