

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION**COVENTRY CHURCH, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	13
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
COVENTRY CHURCH, INC.
A FLORIDA NONPROFIT CORPORATION**

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**ARTICLE I.
Name**

The name of this corporation is **COVENTRY CHURCH, INC..** The mailing address and the principal office of the corporation is located at 1 NE First Avenue, Suite 303, Ocala, Florida 34470.

**ARTICLE II
Duration**

The duration of this corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

**ARTICLE III
Purposes**

The corporation acknowledges its allegiance to the One, Holy, Catholic and Apostolic Church of Christ. The corporation may affiliate with such denomination or communion as may be determined by the members. The corporation is

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organized to engage in any lawful purpose or purposes not for pecuniary profit, nor specifically prohibited to non-profit corporations under the laws of the State of Florida. The corporation shall have all of the powers set forth in Chapter 617, Florida Statutes. The corporation may undertake the actions necessary to further this general purpose. The purposes for which the corporation is organized are and shall be exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

ARTICLE IV.
Dedication of Assets

All of the funds and other property of this corporation and any monies or other benefits from its operations shall be used solely for the purposes of the corporation. No dividends shall be paid and no part of the income or other funds of the corporation of any kind shall be used for the individual benefit of members, vestry members, officers, employees or any other persons except as reasonable compensation for services rendered to the corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection herewith.

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 (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for

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public office. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activity or 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 Codes of 1986 (or the corresponding provision of any future United States Internal Revenue Code), or (b) by 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 Code.)

ARTICLE V.
Membership

The members of the corporation shall be those baptized persons regular in attendance and in financial support of the corporation in the most recent fiscal year, all as listed in the corporate records and membership book. The name of the original members of the corporation are set forth on Exhibit "A" attached hereto.

ARTICLE VI.
Location of Initial Registered Office
and Name of Initial Registered Agent

The street address of the initial registered office of the corporation is 1 NE First Avenue, Suite 303, Ocala, Florida 34470. The name of the initial registered agent at such address is CHESTER J. TROW.

ARTICLE VII.
Directors/Vestry Members

Initially there shall be seven (7) directors constituting the initial Board of Directors. The Board of Directors shall be hereinafter called the "Vestry." The

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members of the Vestry shall be elected by the members of the corporation at the first meeting of members. The Rector shall be the seventh member of the Vestry. The annual meeting of the members of the corporation shall be held on the fourth Tuesday of January of each year at 7:00 p.m., at 1 NE First Avenue, Suite 303, Ocala, Florida 34470, unless otherwise noticed by the corporate Secretary.

Members of the Vestry shall be natural persons who are 18 years of age or older. The number of members constituting the Vestry shall be as set forth in the corporate By-Laws, but shall never be less than three (3) persons. Each member of the Vestry shall serve until their successors are named by the Vestry.

ARTICLE VIII.
Incorporators

The name and address of the incorporators of this corporation are as follows:

- a) Dr. Steven W. Raulerson, 828 SE 4th Street, Ocala, FL 34471;
- b) Mr. Charles Johnson, 608 NE 48th Street, Ocala, FL 34470;
- c) Mr. William E. Drouillard, 4519 SE 14th Street, Ocala, FL 34471.

ARTICLE IX.
Indemnification of Members of the Vestry and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss of judgment any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a

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judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a member of the Vestry, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to, the best interests of the Corporation and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such member of the Vestry or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any Indemnification under Paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a member of the Vestry or officer seeks Indemnification were

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properly incurred and that such Member of the Vestry or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding he had no reasonable ground for belief that such action was unlawful. Such determination shall be made whether by the Vestry by a majority vote of a quorum consisting of members of the Vestry who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Paragraph (a) above upon a preliminary determination by the Vestry that such person has met the applicable standards of conduct set forth in Paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation that are, for

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valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE X.
Management of Corporate Affairs

(a) Vestry: The powers of this corporation shall be exercised, its properties controlled, and its affairs managed and conducted by and under the authority of a Board of Directors known as the "Vestry." The Vestry shall control and regulate the temporal affairs of the corporation. The members of the Vestry shall be such persons as may be chosen from time to time by a majority of the members of the corporation to serve such terms of office as are set forth in the By-Laws.

(b) Corporate Officers: The Vestry shall elect such officers as the By-Laws of this corporation may authorize, and as the Vestry may from time to time find convenient and useful. Such officers shall be initially elected at the organizational meeting of the Vestry.

(c) Rector. Control and determination of matters of spiritual and theological concern shall be vested in the Rector called by the Vestry. The Rector shall be the President of the corporation and preside at all meetings of the Vestry

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with the right to vote on all issues, except on matters relating to the terms and conditions of the employment and/or discharge of the Rector.

ARTICLE XI.
By-Laws

The Initial By-Laws of the corporation shall take effect upon approval by the Vestry. Thereafter, the By-Laws may be amended or repealed by a majority of the members present and entitled to vote at any annual meeting or special meeting, provided that notice of such meeting and proposed amendments or repeal of the By-Laws has been sent to qualified electors at least two (2) weeks prior to the meeting. The members at such meeting may adopt, reject, or amend any proposed amendments or repeal of the By Laws.

ARTICLE XII.
Amendment

These Articles of Incorporation may be amended at a meeting of the corporation duly called and convened for such purpose, and if approved by a majority of the members present and voting, and if approved by them, the amendment shall be incorporated into and form a part of these Articles of Incorporation upon the filing thereof with the Secretary of State of Florida.

The undersigned, being the incorporators of this corporation, for the purposes of forming this nonprofit corporation under the Laws of the State of Florida has executed these Articles of Incorporation on the 11 day of November, 2001.

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INCORPORATOR

DR. STEVEN W. RAULERSON

CHARLES JOHNSON

WILLIAM E. DROULLARD

STATE OF FLORIDA
COUNTY OF MARIONThe foregoing instrument was acknowledged before me this 11th day of November, 2001 by STEVEN W. RAULERSON. Such person: (notary must check applicable box)

- ☒ is personally known to me.
☐ produced a current Florida Driver's License as identification.
☐ produced _____ as identification.



Chester J. Trow
 MY COMMISSION # CC823292 EXPIRES
 May 1, 2003
 BONDED THRU TROY FARM INSURANCE, INC.

Notary Public
 State of Florida, at Large
 My commission expires:

STATE OF FLORIDA
COUNTY OF MARIONThe foregoing instrument was acknowledged before me this 11 day of November, 2001 by CHARLES JOHNSON. Such person: (notary must check applicable box)

- ☒ is personally known to me.
☐ produced a current Florida Driver's License as identification.
☐ produced _____ as identification.

Notary Public
 State of Florida, at Large
 My commission expires:



Chester J. Trow
 MY COMMISSION # CC823292 EXPIRES
 May 1, 2003
 BONDED THRU TROY FARM INSURANCE, INC.

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STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 11th day of November, 2001 by WILLIAM E. DROULLARD. Such person: (notary must check applicable box)

- ☒ Is personally known to me.
☐ produced a current Florida Driver's License as identification.
☐ produced _____ as identification.



Chester J. Trow
MY COMMISSION # CC823292 EXPIRES
May 1, 2005
BONDED THRU TROW FARM INSURANCE, INC.

[Signature]
Notary Public
State of Florida, at Large
My commission expires:

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 617.0501 COVENTRY CHURCH, INC. desires to organize as a corporation under the laws of the State of Florida, has designated 1 NE First Avenue, Suite 303, Ocala, Florida 34470, and has named CHESTER J. TROW, located at said address, as its Initial Registered Agent.

Incorporators:

[Signature]
DR. STEVEN W. RAULERSON

[Signature]
CHARLES JOHNSON

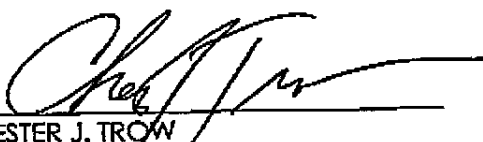
[Signature]
WILLIAM E. DROULLARD

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and

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agrees to comply with the provisions of Florida Statutes, Section 48.091 relative to keeping
the office open.



CHESTER J. TROW

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EXHIBIT "A"

ORIGINAL MEMBERS

<u>W. W. W.</u>	<u>Betty Barney</u>
<u>Gus & Gloria Gasand</u>	<u>Joan Clark</u>
<u>Eleanor Deebates</u>	<u>James Clarke</u>
<u>Elizabeth S. Duchatellier</u>	<u>Lynne (Mrs. E.) Sarge</u>
<u>D. White</u>	<u>Worshipful H. Atwood</u>
<u>Nancy Whitstone</u>	<u>Stanley B. Bohlen</u>
<u>Carol Deueland</u>	<u>Barbara Pross</u>
<u>Helen E. Robinson</u>	<u>Cheryl Trov</u>
<u>Mary Johnson</u>	<u>Minnie H. Raschbraugh</u>
<u>John H. Simpson</u>	<u>Nancy Osborne</u>
<u>Margaret Bell</u>	<u>Jeannette Osborne</u>
<u>John P. Simpson</u>	<u>Laura McNally Paulson</u>
<u>Helen Heikkila</u>	<u>Audrey R. Barlick</u>

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Original Members Continued:

Barbara A. McSheeJohn McSheeBryn McShee

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