

No 1000008923

LAW OFFICES OF
BAKER AND SWEARINGEN

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FILED
01 DEC 20 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FRANK A. BAKER, P.A.
*BOARD CERTIFIED CIVIL TRIAL
*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

TELEPHONE
850-526-3633
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GLEND A. SWEARINGEN-COOK, P.A.
*CERTIFIED FAMILY LAW MEDIATOR

TELECOPIER
850-526-2714

December 19, 2001

Secretary of State
Division of Corporation
P. O. Box 6327
Tallahassee, FL 32314

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-12/20/01--01023--011
*****78.75 *****78.75

RE: NEW SALEM BAPTIST CHURCH, INC.

Dear Sir/Madam:

Enclosed is my check in the amount of \$78.75, and the original and one copy of the Articles of Incorporation for New Salem Baptist Church, Inc. Please be so kind as to file it at your earliest convenience.

Thank you. If you have any questions, please call.

Sincerely,

Frank A. Baker / ms

FRANK A. BAKER, Esq.

FAB:ms/newsalem.sec

Enclosures (as stated above)

Frank A. Baker GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Auto. F & S*
DATE *12/26/01*
DOC. EXAM *Doris Brown*

D. BROWN DEC 26 2001

FILED
01 DEC 20 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NEW SALEM BAPTIST CHURCH, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation is: New Salem Baptist Church, Inc.
3478 Kynesville Highway - Marianna, FL 32448

**ARTICLE 2
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

**ARTICLE 3
DURATION**

The duration (term) of the Corporation is perpetual.

**ARTICLE 4
PURPOSES**

The Corporation is organized, and shall be operated exclusively, for the following purposes:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. Specifically (but without limitation of the foregoing or of any other powers or purposes under applicable Florida law), to own and operate worship facilities and to provide spiritual and material assistance to individuals.

**ARTICLE 5
LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (to officers and/or Trustees, or to other persons) and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

**ARTICLE 6
MEMBERS**

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Billy Baxley	3245 Kynesville Highway, Marianna, FL, 32448
C. W. Henderson	2632 Henderson Road, Cottondale, FL, 32431
Mr. Shirley Rehberg	3290 Kynesville Highway, Marianna, FL, 32448
Tom Bevan	3478 Kynesville Highway, Marianna, FL, 32448
Sue Foran	2239 Fairview Road, Marianna, FL, 32448

**ARTICLE 7
INITIAL REGISTERED OFFICE AND AGENT**

The initial street and mailing address of the initial Registered Office of the Corporation is 3478 Kynesville Highway, Marianna, FL, 32448, and the name of its initial Registered Agent at that address is Sue Foran. By her signature to these Articles, the said agent consents to the appointment as such, and by his signature hereto acknowledges that he is familiar with and accepts the obligations of that position. The Board of Trustees may move the registered office or appoint a successor resident

agent for the Corporation as it deems fit, from time to time.

ARTICLE 8 INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The numbers of Trustees constituting the initial Board of Trustees is four (4), which shall include (at all times) the Voting Members of the Corporation. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. Trustees shall be elected by the Voting Members, as provided in the Bylaws. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. Unless otherwise the Trustees of this Corporation shall run from January 1 through December 31 (except that the initial term of office of each initial Trustee shall commence on the date of incorporation of the Corporation). Each Trustee shall serve until replaced. The name and address of each initial Trustee of the Corporation is as follows:

Billy Baxley	3245 Kynesville Highway, Marianna, FL, 32448
C. W. Henderson	2632 Henderson Road, Cottondale, FL, 32431
Mr. Shirley Rehberg	3290 Kynesville Highway, Marianna, FL, 32448
Tom Bevan	3478 Kynesville Highway, Marianna, FL, 32448

ARTICLES 9 OFFICERS

The Officers of the Corporation shall be members of the Corporation, and shall consist of President, Vice-President, and Secretary-Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officers of the Corporation is as follows: President, Billy Baxley, 3245 Kynesville Highway, Marianna, FL, 32448; Vice President, Vera Mae Rehberg, 3290 Kynesville Highway, Marianna, FL, 32448; Secretary and Treasurer, Sue Foran, 2239 Fairview Road, Marianna, FL, 32448.

ARTICLE 10 INCORPORATORS

The name and address of the Incorporator is Sue Foran, 2239 Fairview Road, Marianna, FL, 32448.

**ARTICLE 11
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation of the Corporation may be amended only upon unanimous vote of the Voting Members.

**ARTICLE 12
TURNOVER OF ASSETS UPON DISSOLUTION**

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which are themselves exempt under Section 501(c)(3) and/or Section 170(c)(2) of the Internal Revenue Code (or corresponding sections of past or future law) or to the federal, state or local government for exclusively public purposes.

**ARTICLE 13
INDEMNIFICATION**

The Corporation shall fully indemnify each Officer and Trustee of the Corporation, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida. The form and content to the indemnification shall be set forth in greater detail in the By-Laws, but shall never be less than the full extent permitted by the laws of the State of Florida.

**ARTICLE 14
BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Voting Members of the Corporation, and all alterations, amendments and repeals to or of the Bylaws must be approved by a majority of all of the Voting Members.

**ARTICLE 15
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE 16
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock, but may issue certificates of membership.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this December 17th, 2001.

Sue Foran

Sue Foran, as Incorporator
and as Resident Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 20 AM 9:34

FILED

STATE OF FLORIDA
COUNTY OF JACKSON:

THE FOREGOING INSTRUMENT was acknowledged before me this December 17th, 2001, by Sue Foran,, as Incorporator and as Resident Agent, who is personally known to me or who has produced _____ as identification and who did take an oath.

Debra Lee Moxley

Notary Public
My Commission Expires:

fb\newsalem.art

NOTARY PUBLIC - STATE OF FLORIDA
DEBRA LEE MOXLEY
COMMISSION # CC818925
EXPIRES 4/7/2003
BONDED THRU ASA 1-888-NOTARY1