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2002 JAN 10 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : January 10, 2002

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ORDER NO. : 660334-005

CUSTOMER NO: 121501A

CUSTOMER: C. Holt Smith, Iii, Esq
C. Holt Smith, Iii, Esq

Suite 930
233 East Bay Street
Jacksonville, FL 32202

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DOMESTIC FILING

NAME: MARRIAGE COVENANT MINISTRIES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156
EXAMINER'S INITIALS:

RECEIVED
02 JAN 10 AM 11:31
DIVISION OF CORPORATION

1/10/02

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2002 JAN 10 PM 2:47

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

For

**Marriage Covenant Ministries, Inc.
(a Not For Profit Corporation)**

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:

ARTICLE I: NAME AND ADDRESS

The name and address of the corporation shall be:

**Marriage Covenant Ministries, Inc.
77 San Jaun Drive
Ponte Vedra Beach, Florida 32082**

ARTICLE II: PRINCIPAL OFFICE AND PLACE OF BUSINESS

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

**Marriage Covenant Ministries, Inc.
77 San Jaun Drive
Ponte Vedra Beach, Florida 32082**

ARTICLE III: PURPOSE

Marriage Covenant Ministries, Inc., "MCM", is established as a faith based Christian ministry, organized as a Corporation under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes. MCM is a ministry of prayer, consulting, counseling and enabling to those who are experiencing difficulties in their marriage and to those who want to enrich their marriage or prepare for marriage. MCM will communicate the "heart" of God and bring hope, peace and stability to those within or contemplating the sacred covenant of marriage through Christian discipleship, prayer, counseling, praise and Christian education. MCM will bring the reality of Godly marriage 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.

MCM will provide God's blueprint for a successful and victorious marriage. By "Seeking First the Kingdom of God", MCM will purpose to bring God's reality to married

couples and those seeking marriage 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 the marriage relationship.

A primary focus of MCM will be bringing people to a place of joy, peace, and righteousness, in the context of the marriage covenant. MCM 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

Additional and replacement Directors shall be elected by majority vote of sitting Directors at the annual meeting of the Board of Directors of the corporation or at a Special Meeting of the Directors called for that purpose.

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 twelve (12), and the names, addresses, and offices of the persons who are to serve as the initial Directors are:

THARP SPENCER ROBERTS, III
77 San Juan Drive
Ponte Vedra Beach, Florida 32082

LARK B. ROBERTS
77 San Juan Drive
Ponte Vedra Beach, Florida 32082

C. HOLT SMITH, III
233 East Bay Street, Suite 930
Jacksonville, Florida 32202

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

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

C. HOLT SMITH, III
233 East Bay Street, Suite 930
Jacksonville, Florida 32202

ARTICLE VII: INCORPORATOR

The name and address of the Incorporator of this corporation is:

THARP SPENCER ROBERTS, III
77 San Juan Drive
Ponte Vedra Beach, Florida 32082

ARTICLE VIII: OTHER PURPOSES

The other purposes for which the corporation is organized are: to operate exclusively for religious, charitable, educational, and distinct Christian faith 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) Christian Spiritual, religious, educational training, ministry, and discipleship training for those within or contemplating entering into the marriage covenant.
- (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 inerrant Word of God.
- (c) Minister, teach, and proclaim the Word of God and scripturally based principles for the enhancement and strengthening of the marriage bond between one man and one woman.
- (d) Promote and encourage, through the ministry of MCM, reconciliation and restoration of married couples for the purpose of achieving healing and unity within that relationship and other immediate family members.
- (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 and especially to those who are experiencing difficulties in their marriage.
- (f) To acquire and hold property, either real or personal, for organizational purposes, as may be necessary for the membership of this corporation.

- (g) To produce materials in the form of books, cassettes, CDs, videos, DVD's, the internet, and other forms of communication technology. These materials will help train and develop the Body of Christ and those who are in need of Him in the marriage covenant, as well as help fund this 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 and women to Christ and 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 Holy Bible and their application in the context of the marriage relationship.
- (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 and its marriage covenant ministries.
- (j) To travel locally, nationally, and abroad doing the previously mentioned works of this Corporation.

ARTICLE IX: POWERS

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 anything of value and to hold or sell the same for any of the purposes of the Corporation and its work;
- (b) To raise and assist in raising funds for the charitable and other purposes herein set forth;
- (c) To acquire, own, lease, mortgage, and dispose of property, both real, intellectual and personal;
- (d) To conduct and carry on Christian faith based marriage and

engagement seminars, workshops, conferences and instruction in person and 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 of communications.

- (e) To accept property and donations in trust for religious or charitable purposes.
- (f) To market tapes, books, CD's videos, DVD's and such other materials produced by MCM to fund the expenses of the ministry.
- (g) To do such acts as may be permitted of Not For Profit corporations under the laws of the State of Florida and which are not in conflict herewith.

ARTICLE X: DISSOLUTION

MCM 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 MCM 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 MCM 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 MCM 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, MCM 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, directors or officers of the corporation 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 Circuit 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: BOARD OF DIRECTORS

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 twelve (12) Directors. The Directors 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, resignation, incapacity or death. In the event of resignation or incapacity, 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 Director(s), excluding the Director(s) whose position is being filled by vote. Additionally:

- (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 Ponte Vedra Beach, Florida on the second (2nd) Monday of January in each year at the hour of 7:00 P.M. or such day, or as soon thereafter in each year as possible for the Directors to call

such meeting or at such other location within or without the State of Florida as the Board of Directors may decide by majority vote. 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 otherwise specified by the Board of Directors.

- (c) There shall be but two classes of membership in this Corporation. The 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 control of the Corporation as specified in the Articles of Incorporation. The second class of membership will be the participating members of the corporation. Participating members of the corporation 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 the Bylaws. Membership in this Corporation may be obtained by natural persons of all races, creeds, and colors, who shall publicly profess their 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 the authority and power, which is hereby given, to establish, institute, operate, and maintain any and all 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 and this Christian ministry anywhere within the United States of America and/or in any other country.

- (e) The Board of Directors of MCM 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: BY LAWS

The Board of Directors shall adopt By-Laws of the corporation which are not inconsistent with these Articles.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set his hand and seal this ____ day January, 2002 for the purpose of forming this not for profit corporation under the laws of the State of Florida.

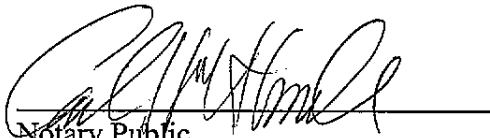

THARP SPENCER ROBERTS, III


STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared **THARP SPENCER ROBERTS, III**, who executed the foregoing instrument as Incorporator of **MARRIAGE COVENANT MINISTRIES, INC.**, a Not For Profit Corporation named herein, and acknowledged before me that he executed the same as such Incorporator, in the name of and on behalf of the said corporation. He is ☒ personally known to me or ☐ has produced _____ as identification and did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 9 day of January, 2002.

(SEAL)



Notary Public
My Commission Expires: _____
 My Commission CC734981
Expires April 19, 2002

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM
SERVICE OF PROCESS MAY BE SERVED**

FILED

2002 JAN 10 PM 2:47

SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

First, that **Marriage Covenant Ministries, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 77 San Juan Drive, Ponte Vedra Beach, State of Florida, has named C. HOLT SMITH, III, located at 233 East Bay Street, Suite 930, City of Jacksonville, State of Florida, 32202, as its Agent to accept service of process within Florida.

Marriage Covenant Ministries, Inc.

By: 

THARP SPENCER ROBERTS, III

DATED: January 9, 2002.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


C. HOLT SMITH III
Registered Agent

DATED: January 9, 2002.