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## FLORIDA NON-PROFIT CORPORATION

Faith Based Coalition of Pleasant City, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
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**ARTICLES OF INCORPORATION OF  
FAITH BASED COALITION OF PLEASANT CITY, INC.  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE I**

**CORPORATE NAME**

The name of this Corporation is **Faith Based Coalition of Pleasant City, Inc.**

**ARTICLE II**

**DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The purposes for which this Corporation is formed are:

A. Whereas, it has been determined that there is a need to revitalize, rebuild, renew and strengthen low income communities in West Palm Beach, Palm Beach County, Florida, the purpose of this Corporation is to encourage and stimulate community revitalization, community development and economic empowerment, to acquire land, construct and/or develop affordable and/or special needs housing, to rehabilitate existing structures, to obtain loans, grants or other sources of funding, to provide home buyer education, credit counseling services for home buyers, to provide job training, employment and placement, after school care, drug counseling and to otherwise take such steps as are necessary to revitalize, rebuild, strengthen and renew low income communities in West Palm Beach, Palm Beach County, Florida. The Corporation is also authorized to conduct any and all business which it is permitted by law to do and which is not inconsistent with the purposes stated above.

B. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal laws, covering the distributions to organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

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#### ARTICLE IV

##### AUTHORIZED CAPITAL STOCK DIVIDENDS

This Corporation shall be organized upon a non-stock basis and shall not issue shares of stock.

#### ARTICLE V

##### MANAGEMENT OF CORPORATE AFFAIRS

A. BOARD OF DIRECTORS. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors, consisting of not less than three (3) persons, nor more than seven (7), provided, however, that such number may be changed in accordance with the procedures set forth in the By-Laws.

The Directors named herein as the first Board of Directors shall hold office until the first annual meeting of the members at which time an election of Directors shall be held.

Directors elected at the first annual meeting and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of the members of the organization following the election of the Directors and until the qualification of the successors in office. Annual meetings shall be held each year in West Palm Beach, Florida, or at such other place or places as the Board of Directors may designate from time to time by resolution, and on such date and time as selected by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors under any provision of laws may be taken without a meeting, if all Directors of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such actions by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and By-Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

B. The names and address of such initial members of the Board of Directors are as follows:

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| <u>NAME</u>                 | <u>ADDRESS</u>                                                                                      |
|-----------------------------|-----------------------------------------------------------------------------------------------------|
| Reverend James Bentley      | Bibleway Missionary Baptist Church<br>506 15 <sup>th</sup> Street<br>West Palm Beach, Florida 33407 |
| Apostle Elizabeth E. Castle | Resurrected Life Ministries<br>P. O. Box 1861<br>West Palm Beach, Florida 33402                     |
| Reverend Randy Hightower    | Pentecostal Church of God in Christ<br>540 Cheerful Street<br>West Palm Beach, Florida 33407        |
| Reverend Joseph Tyson       | St. John Missionary Baptist Church<br>2006 A.E. Isaacs Avenue<br>West Palm Beach, Florida 33407     |
| Reverend Michael Payne      | Resurrection Christian Fellowship<br>5710 Haverhill Road<br>West Palm Beach, fl 33407               |

At least two (2) of the Directors shall be residents of a low income community in West Palm Beach. The community residents shall be elected annually by the institutional board members.

#### ARTICLE VI

##### EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the Corporation shall inure to the benefit or, or be distributable to its members, directors, 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.

B. 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 in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

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C. 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 501(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).

D. 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.

#### ARTICLE VII

##### DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII

##### MEMBERSHIP

The names and addresses of the initial members of the corporation are as follows:

##### MEMBER

Bibleway Baptist Church

##### ADDRESS

506 15<sup>th</sup> Street  
West Palm Beach, Florida 33407

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|                                     |                                                           |
|-------------------------------------|-----------------------------------------------------------|
| Resurrected Life Ministries         | P. O. Box 1861<br>West Palm Beach, Florida 33402          |
| Pentecostal Church of God in Christ | 540 Cheerful Street<br>West Palm Beach, Florida 33407     |
| St. John Missionary Baptist Church  | 2006 A.E. Isaacs Avenue<br>West Palm Beach, Florida 33407 |
| Resurrection Christian Fellowship   | 5710 Haverhill Road<br>West Palm Beach, Florida 33407     |

The Directors shall prescribe the form and manner in which application may be made for membership and members may be admitted by the Board of Directors only. The authorized number of the members of the Corporation, the different classes of membership (if any), the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the By-Laws.

#### ARTICLE IX

##### INCORPORATION

The name and address of the Incorporator of this Corporation is as follows:

##### NAME

##### ADDRESS

Lynn D. Solomon

324 Datura Street, Suite 235  
West Palm Beach, Florida 33401

#### ARTICLE X

##### AMENDMENT OF BY-LAWS

Subject to the limitation contained in the By-Laws, and any limitation set forth in the Corporation Not-for-Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the Board of Directors of the Corporation, By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the By-Laws.

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**ARTICLE XI****DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this Corporation shall inure to the benefit of any Director, Officer or member thereof, or to the benefit of any private individual.

**ARTICLE XII****PRINCIPAL OFFICE AND REGISTERED AGENT**


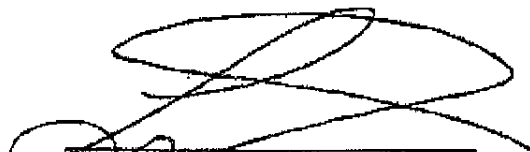
The principal office and mailing address of the Corporation shall be 506 15<sup>th</sup> Street, West Palm Beach, Florida 33407, or such other place as the Board shall designate and the name of its Registered Agent shall be Lynn D. Solomon, whose address is 324 Datura Street, Suite 235, West Palm Beach, Florida 33401.

**ARTICLE XIII****AMENDMENT OF ARTICLES**

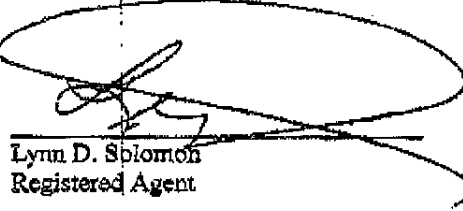
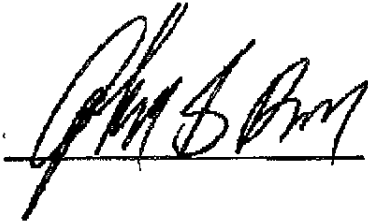
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and passed by a majority of the members of the Board of Directors in the manner set forth in the By-Laws of this Corporation.

The undersigned, being the Incorporator of this Corporation, for the purposes of forming this Nonprofit Corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 3rd day of June, 2002.

WITNESSED BY:

  
LISA F. SMITH  
Lynn D. Solomon  
Incorporator

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Lynn D. Solomon  
Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared and to me known to be the person who executed the foregoing Articles of Incorporation; and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3<sup>rd</sup> day of June, 2002.

  
NOTARY PUBLIC - State of Florida

Print Name: LISA F. Smith  
My Commission Expires: \_\_\_\_\_

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Faith Based Coalition of Pleasant City, Inc., a Florida Non-Profit Corporation, has named LYNN D. SOLOMON, whose address is 324 Datura Street, Suite 235, West Palm Beach, Florida 33401, as its agent to accept service of process within this state. Having been named to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



LYNN D. SOLOMON

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