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CORPORATION(S) NAME

Metropolitan Bible
Chapel Corp.



Empire Toll Free: 1-800-432-3028

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DIVISION OF REVENUE

☐ Profit

☒ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

F. OBERGGER

OCT 21

CR2E031 (R8-85)

Articles of Incorporation
of
Metropolitan Bible Chapel Corp.

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

Article I

The name of the corporation shall be: *Metropolitan Bible Chapel Corp.*

Article II

The principal place of business and the mailing address of the corporation shall be:
8040 NE 8th court Miami Florida 33138

Article III

The purpose for which the corporation is formed, and the business and the objects to be promoted by it are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and to use and apply the whole or any part of the income therefrom and the principal thereof for all manners of charitable religious purposes, including but not limited to: religious education, religious scientific, religious literary purposes either directly or by contributions. This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law primarily for religious purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code as they now exist or as they may be hereafter be amended.

2. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the above mentioned.

3. To solicit funds and donations in kind and from time to time to further the purposes of the corporation.

4. To acquire and receive by purchase, donation or otherwise any real, personal or mixed, and to hold, use and dispose of the same.

5. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

6. To apply for and obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form grants or otherwise relating to the purposes of this corporation.

7. To engage in any kind in any kind of activity and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

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**Articles of Incorporation
of
Metropolitan Bible Chapel Corp.**

8.No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, or any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of it's purposes) and no Director of Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in any polictical campaign on behalf of any candidate for public office.

9. Notwithsatnding any other provision of these Articles, the corporation shall not carry out any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations pursuant therto as they now exist or as they may hereafter be ammended, or by an organization, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be ammended.

10. Upon the dissolution of the corporation, the Board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, disposes of the corporation in such manner, or to such organization or organizations organized and operated for religous charitable activites as such at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of Miami-Dade County, Florida in such principal office of the corporation is then located, exclusively for such purposes or to such organizations as above script has determined.

11. The corporation shall have such powers as are conferred upon it by Chapter 617 of the laws of the State of Florida, and to exercise those powers in the accomplishment of it's objectives and purposes.

Bylaws of Metropolitan Bible Chapel Corp.

Purpose

1. to worship God the Father, Son and Holy Spirit;
- 2 To upbuild the Church of Jesus Christ through the teaching of the Word and the ministry of the Holy Spirit.
- 3 To persuade men and women to repent and confess Jesus Christ as Lord.

Statement of Faith

We believe that there is one living and true God, eternally existing in three persons: The Father, the Son, and the Holy Spirit, equal in power and glory; that this triune God created all and governs all.

Articles of Incorporation of Metropolitan Bible Chapel Corp.

We believe that the scriptures of the Old and New testaments are the word of god, fully inspired without error in the original manuscripts, and the infallible rule of faith and practice.

We believe in God, The Father an infinite, personal Spirit, perfect in holiness, wisdom, power and love; that He concerns Himself mercifully in the affairs of men; that He hears and answers prayer; and that He saves from sin and death all who come to Him through Jesus Christ.

We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles and teachings, His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people and personal, visible return.

We believe in the Holy Spirit who came forth from the Father and Son to convict the world of sin, of righteousness, and of judgement, and to regenerate, sanctify and empower for ministry all who believe in Christ:
we believe the Holy Spirit indwells every believer in Jesus Christ and that He is an abiding Helper, Teacher, and Guide. We believe in the present ministry of the Holy Spirit and in the exercise of all biblical gifts of the Spirit

We believe that all people are sinners by nature and choice and, therefore, are under condemnation; that God regenerates by the Holy Spirit, those who repent of their sins and confess Jesus Christ as Lord; that Jesus Christ baptizes the seeking believer with the Holy Spirit and power for service, often subsequent to regeneration.

We believe in the universal Church, the living spiritual body of which Christ is the Head and all regenerated persons are members.

We believe that the Lord Jesus Christ committed two ordinances to the church 1) baptism and 2) Communion with wine and bread. We believe in baptism by immersion and open communion to all believers.

We believe in the Laying on of Hands for the baptism of the Holy Spirit, for ordination of pastors, elders, and deacons, and for receiving gifts of healing by the Spirit.

We believe in the personal, and visible Return Of Christ to earth and the establishment of His Kingdom, in the resurrection of the body, the final judgement and eternal blessing of the righteous and endless suffering of the wicked.

We believe in what is termed "The Apostles Creed" as embodying fundamental facts of Christian faith.

**Articles of Incorporation
of
Metropolitan Bible Chapel Corp.**

3. The compensation of the Pastor shall be as follows, the church shall provide as possible adequate salary in the amount of no less than 20% above poverty level for his current family status. The church shall provide as possible adequate housing allowance, health insurance, expense allowance, conference funds, vacation time, continued education, pension, or other special funds as needed for his ministry. The church shall reimburse the cost of any out of town conference or conventions attend for the church or the betterment of the corporation.

4. The church shall also seek to provide for the assistant pastors as well as any ministry leaders. Full time assistant pastors shall be given as possible adequate salary, expense allowance, vacation, health insurance, conference fees. Full time ministry leaders shall be compensated as seems appropriate by the board of directors as outlined on line 2.

I.

**Assistant Pastors
APPOINTMENT.**

1. They are to be appointed by the pastor and duly ordained by the method prescribed in the Word of God.
2. They are to meet all criteria of Article IV for an elder.
3. They are to be appointed from the ranks of ministering elders with diligent prayer. No assistant pastor is to be appointed from outside the ranks of ministering elders. His record as a ministering elder must be without reproach and to have been conducted with humility and selflessness.
4. He must have served as a ministering elder for at least a period of one year, and had oversight of a ministry during that period of time.
5. He must demonstrate passion and vision for ministry.
6. His termination shall be by no less than a 2/3 vote of the then ministering elders.

J.

POWERS AND DUTIES OF ASSISTANT PASTORS

1. His powers and duties shall be that of the ministering elders with the exception that he/they are to be the ranking elders behind the pastor and therefore must be the servant of all others.
2. The assistant pastor shall assume temporary leadership in the pastor's absence. In the event of a permanent vacancy refer to section G.
3. His model for service shall be that of Joshua.

K.

**DEACONS
APPOINTMENT**

1. The deacons may be nominated by either the board of directors of the ministering elders.
2. Their appointment is subject to ratification of the ministering elders by a 2/3 vote.
3. Their qualifications are spelled out in 1 Timothy 3:8-13. These qualifications are to be demonstrated, observed and exercised by all candidates.
4. Their appointment shall be indefinite like that of the ministering elders.
5. Removal shall be by the vote of the ministering elders in a vote of no less than 2/3.

Articles of Incorporation
of
Metropolitan Bible Chapel *Corp.*

Article IV

ELECTION AND TERM OF OFFICE OF THE BOARD OF DIRECTORS

1. The board of directors shall be appointed by the pastor (who shall be the president of the board of directors) and shall serve with the exception of the pastor for a 1 year term and at the end of said term may be appointed for additional term and then again there after for an unlimited duration of 1 year terms.
2. The removal of a director other than the pastor is by dismissal vote of the pastor, and or a 2/3 vote of the then board of directors. One or the other constitutes removal from office.
3. Vancancies shall be filled by appointment of the pastor.
4. Board of director meetings may be held at any place designated by the board of directors.
5. There is to be no more than 7 board members at any time including the pastor, and no less than 1.

A.

Powers of the Board of Directors.

1. To manage and control the business affairs of the corporation, to make rules and regulations not inconsistent with the law, the Articles of Incorporation, or the Bylaws.
2. To borrow money and incur indebtedness for the purpose of the corporation, and its interests; including but not limited to promissory notes, mortgages, bonds, deeds of trust, pledges.
3. The business decisions and the incurring of indebtedness of any nature shall be put to vote and ratified by a majority vote.

B.

Church Government

1. The Headship of Jesus Christ
The government of the church shall be focused on seeking and maintaining the Lordship and direction of Jesus Christ over His body. All those in authority shall continually seek the mind and will, through His Spirit and the Word of God in all actions and decisions.
2. The overseeing by the pastor and the elders.
The pastor shall be the ruling elder and shall be assisted by a body of elders in the ministering and governing of the church. These ministering elders may or may not be members of the board of directors.

ELECTION OF ELDERS

1. Elders are to be appointed to office by the pastor and shall be entitled to serve without term limits.

Articles of Incorporation of Metropolitan Bible Chapel Corp.

2. The elder prior to appointment must meet the qualifications of 1 Timothy 3:1-7 and Titus 1:5-9 of the King James Bible as it now reads.
3. They are to demonstrate high moral character, husband of one wife, temperant, prudent, respectable, not self willed, self controlled, just, devout, not greedy for gain.
4. They are to be men, they are to rule their houses with love and humility.
5. A man who handles himself uprightly among others. Not a drunkard, a brawler, gentle, peaceable, a lover of what is good and just. A man with a good reputation with those who are in the world.
6. An elder must demonstrate a knowledge of the word of God and must be able to impart it's teachings to others.
7. The removal from office of a MINISTERING ELDER is by dismissal by the pastor and or 2/3 vote of the fellow ministering elders. The removal shall be only for conduct unbecoming of the qualifications listed above. This vote is to be conducted in a special meeting with the pastor present.
8. There is to be no more than 7 elders at any time including the pastor, and no less than 1 at any time.

C.

POWERS AND DUTIES OF MINISTERING ELDERS

A. The elders shall oversee the ministry of the church by precept and example under the leadership of the pastor. They shall pray together regularly to review the progress of the execution of day to day functions. They shall pray and review progress informally, as needed for mutual counsel.

B. The elders are responsible for the oversight and management of the peripheral ministries as appointed by the pastor.

C. The elders are responsible for prayer for the sick and also must be ready to minister the word of God to all who are in need.

D.

PASTOR (PRESIDENT OF THE BOARD OF DIRECTORS AND RULING ELDER)

1. The pastor assumes this position at the inception of this corporation.
2. His termination from this or any of his held offices shall be by no less than a ~~majority~~ ^{UNANIMOUS} of votes of any supervised members.
3. His grounds of dismissal from any of his held offices shall be only for conduct unbecoming of the qualifications of an elder as listed under Article IV of these incorporation articles.

E.

POWERS AND DUTIES OF THE PASTOR PRESIDENT AND RULING ELDER

1. He shall preside over all meetings of members, directors, elders, and deacons. He shall be responsible over the direction of the corporation and it's goals. He shall communicate these clearly to the board and to the ministering elders as well as the body of the church as seems fit by the ministering elders to do so.

Articles of Incorporation of Metropolitan Bible Chapel Corp.

2. The pastor shall minister unto the Lord in regular personal worship and praise. He shall give himself to the ministry of the Word and to prayer (Acts 6:4) and seek to walk upright in his personal life.

3. The pastor shall be the teacher shepherd of the church. His duties are to study and teach the Word by precept and example. He shall aim to teach the flock equip the saints for ministry, and guard the church against attack of the enemy.

4. The pastor shall be the president of the corporation, it's Chief Executive Officer, President of the board of directors as well as President of the board of Elders. He shall oversee the business of the church on a daily basis as well as provide leadership to the directors, ministering elders, assistant pastors, as well as the general church body and it's ministries. The pastor shall have supervision of the entire church and charge of all services, gatherings, and meetings associated with the corporation.

F.

QUALIFICATIONS

1. The pastor shall be generally qualified, according to the qualifications of an elder in Article IV.

2. The pastor shall be a Spirit gifted teacher of the Word of good reputation and of Biblically conservative theology. Christ-centered, willing to serve a non denominational church without promoting denominational interests.

G.

VACANCIES

1. In the event of a vacancy, the ministering elders shall appoint through diligent search and prayer a successor to the position of pastor and all his offices. Spiritual leadership and ability to lead and communicate the Word of God shall be the highest considerations.

2. The ministering elders shall seek diligently through prayer from among the current Assistant Pastors as well as ministering elders for a candidate for the said positions.

3. He shall clearly meet all criteria of Article IV for elders.

4. Only after all candidates from among the current Assistant Pastors and Ministering Elders have been exhausted shall the search be conducted in an outside search.

5. The resigning and or retiring pastor shall nominate his successor. This shall be done through diligent prayer. This nomination shall stand unless by objection of 2/3 of the then ministering elders.

6. The nomination of pastoral candidates other than those appointed by the pastor on line five, shall be ratified by a 2/3 vote of the then current ministering elders.

H.

COMPENSATION

1. The compensation for all ministering elders and assistant pastor as well as any ministry leaders shall be nominated by the board of directors and ratified by a majority vote. This shall be done without prejudice or bias, and with diligent prayer.

2. The church shall diligently seek to employ and compensate those who provide services to the church or it's ministries. This shall be done on a prevailing wage basis for all ministry leaders and assistant pastors and shall be subject to ratification by the board of directors in a majority vote.

Articles of Incorporation
of
Metropolitan Bible Chapel Corp.

POWERS AND DUTIES OF DEACONS

1. Deacons under the oversight and service of the ministering elders shall be responsible for carrying out all affairs of church service. Including but not limited to set up and tear down of service fixtures, organizing and supplying for church functions and gatherings, cleaning up after services.
2. Their job is to maintain the house of God and supply for the functions of it's ministries.
3. The deacons shall report and have regular contact with the pastor the elders or the board of directors as seems fitting to do so.
4. They are to be men and women of great hospitality, love, and passion for the house of God and his people.

Article V

1. The name and street address of the initial registered agent shall be:

Kevin Sutherland
8040 ne 8th court
Miami, Florida
33138

Article VI

The name and street address of the incorporator of these Articles of Incorporation shall be: *Kevin Sutherland*

8040 ne 8th ct.
Miami, FL 33138

Article VII

1. The affairs of the incorporation shall be managed by a President, Vice President, Secretary, and a Treasurer and such other officers as may from time to time be created by the board of directors. The names of the officers and the office they shall hold until the first election shall be:

President: Kevin Sutherland

Vice President: *Kevin Sutherland*

Secretary: *Kevin Sutherland*

Treasurer: *Kevin Sutherland*

2. No other person other than the president may hold more than one of these offices. They need not necessarily be members of **the board of directors**

Article VIII

The members of the board of directors shall be no less than ^{Three} ~~one~~ in number. Initially the board shall consist of 3 persons whose names and address are as follows and who shall serve as directors until the expiration of their term as outlined in Article IV of these Articles of Incorporation:

STEVE CAPPELLAN

ARCHIE CARREY

KEVIN SUTHERLAND

8040 ne 8th ct

Miami, FL 33138

Articles of Incorporation of Metropolitan Bible Chapel Corp

Article IX

1. These Articles of Incorporation may be added to but not taken away from by a majority vote of ammendment by the **board of directors** at a special meeting called for, for that purpose. A written notice must be given at least 7 days prior to the meeting. Ammendments to the Article of Incorporation shall be only effective from the date of approval in writing by the chairman of the board.

2. It is hereby expressly provided that in determination of whether and individual qualities and should be thus entitled to membership, the Officers of this corporation, to abide by the Bylaws promulgated by the board of directors in determining whether any certain individual qualities in accordance with the criteria herein established.

It is hereby expressly provided that said Bylaws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Article of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under **Section 501 (c) (3) of the Internal Revenue Code.**

Article X

The By laws may be added to but not taken from by a majority vot of the board of directors at a meeting specified for that purpose after giveing at least 7 days written notice of said meeting.

Article XI

The corporation shall hold an annual meeting for all members within 90 days of the end of the fiscal year as determined by the board of directors. At such meeting directors shall be appointed according to the Bylaws of the corporation.

Article XII

Ordination

1. The corporation shall upon due consideration of the ministering elders ordain such persons as meet with the standards of the Word of God for ministry and for service of His body.

RITE OF ORDINATION

1. A candidate for ordination recognizes that our only sovrein, Holy God can truly call and ordain His children for service in the ministry of the Gospel of Jesus Christ.

The calling of a minister is not the result of a title: rather the title is the result of the calling. This calling is recognized as from the true and living God.

It is man's privilage and the rpivilage of the overseers of the church of Jesus Christ to ratify the ordiation of God when such is obviously placed upon a man's life.

The purpose of this Article is to provide for the ordiation rites of Metro Bible Chapel for ministers of the Gospel of Jesus Christ and all it's services.

Articles of Incorporation
of
Metropolitan Bible Chapel *Corp.*

Qualifications for Ordination

1. A candidate must be a "born again" believer in Jesus Christ as described in the 3rd chapter of the Gospel of John.
2. A candidate must prescribe to the statement of faith as described in these by laws.
3. A candidate must complete a Old and New Testament survey as prescribed by the ministering elders.
4. A candidate must demonstrate a clear calling and an ability to communicate the Word of God clearly and effectively.
5. A candidate must complete any service requirements given by the ministering elders now or hereafter prescribed.

Procedure for Ordination

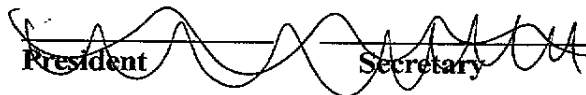
1. Each person fulfilling the qualifications, and upon their presentation to the ministering elders of this body, will receive full consideration for ministry ordination of Metro Bible Chapel.
2. The board may with the compelling of the Holy Spirit and with unanimous consent of the ministering elders, make exception to the qualifications. Such exceptions must be in line with the Word of God.
3. Ordination is conferred after a unanimous vote of the ministering elders.

Certificate of Ordination

This is to certify that Pastor Kevin Sutherland was duly ordained by Metro Bible Chapel as a minister of the Gospel of Jesus Christ. He has completed all studies and has met all the requirements of this body for recognition to such office; further, by rite of ordination upon this date he is ordained to perform all functions of ministry without limits as accorded by the laws of the land and compliance to Gods Holy Scriptures. We now pray for Gods Divine blessing and the power of Gods holy Spirit upon him.

Given this 17 day of Oct, 2002

Metro Bible Chapel


President Secretary

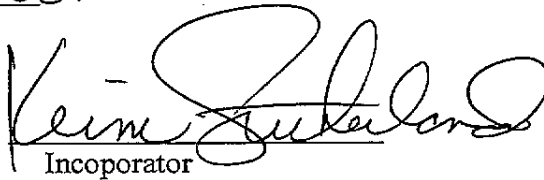
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Articles of Incorporation
of
Metropolitan Bible Chapel Corp.

XIII
Auxiliaries

1. Any organization, group, or club whose membership is primarily for a church activity, shall be considered an auxiliary of the church and shall be subject to the bylaws of the church and shall exist only in cooperation with the pastor and the ministering elders.

The undersigned Incorporator has executed these Articles of Incorporation this 17
day of Oct 2002


Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Metropolitan Bible Chapel Corp.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE 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.

Kim Suterland
REGISTERED AGENT

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