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RECEIVED  
DIVISION OF CORPORATE REGISTRATION  
02 DEC 31 AM 9:22

T SMITH JAN 03 2003

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: SOUTHWEST CHRISTIAN CHURCH OF PALM BAY  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: DONALD W. GAMBILL JR.  
Name (Printed or typed)

918 BANKS ST. NW  
Address

PALM BAY, FL 32907  
City, State & Zip

321-722-4634  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

02 DEC 31 AM 9:22  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**Articles of Incorporation  
Of  
Southpointe Christian Church of Palm Bay, Inc**

The undersigned, acting as a corporation, hereafter referred to as the "church", pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

**ARTICLE I – NAME**

The name of this church will be SOUTHPOINTE CHRISTIAN CHURCH OF PALM BAY, INC.

**ARTICLE II – PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS**

The principle place of business for the church is 918 Banks St. NW, Palm Bay, FL 32907. The mailing address is Southpointe Christian Church, 918 Banks St. NW, Palm Bay, FL 32907.

**ARTICLE III – PURPOSES**

This nonprofit corporation is organized and operated exclusively for the religious purposes of a church within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1968, as amended, of the United States of America.

- (a) To operate under the name set forth in ARTICLE I above;
- (b) To operate a local church in accordance with all the provisions set forth in the Holy Bible;
- (c) To be devoted "to the apostles' teaching and to fellowship, to the breaking of bread and to prayer";
- (d) To obey the commission of the Lord Jesus Christ to evangelize and thus advance God's Kingdom throughout the world.

**ARTICLE IV – MANNER OF ELECTION OF DIRECTORS**

The initial Board of Directors of the church will consist of three (3) or more Directors that will oversee the business affairs of the church. When the Board of Directors deems it advisable, it will call for and administer an election of the permanent governing body known as the "Board of Elders". The Board of Elders will consist of three (3) or more men who will then replace the Board of Directors.

When the Board of Elders deems it advisable, it will designate Deacons to assist the Elders. The Deacons may function in an advisory capacity, but have no voting privileges other than those associated with church membership.

## Articles of Incorporation: Southpointe Christian Church of Palm Bay, Inc

The church membership will be notified of the Elder nomination process, as determined by the Board of Elders, for two (2) consecutive Sundays before the nomination process begins. The church membership will be notified of Elder nominees for two (2) consecutive Sundays before the election process begins.

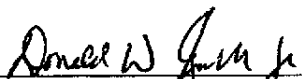
- (a) The Elders will bear the responsibility for the oversight of the church and will serve for the church fiscal year, or until their successors are elected.
- (b) The qualifications and duties of the Elders and Deacons will be patterned after those revealed in the New Testament.
- (c) The Elders will meet regularly to conduct the business of the church. They may have the privilege of seeking membership action on any matter; and they will be required to seek membership action on the calling or releasing of a minister, the acquiring or disposal of real estate, mortgaging, and arranging of loans or any major change in policy.
- (d) The Elders will elect from among themselves a Chairman, Vice-Chairman, Secretary, Treasurer, and other officers deemed advisable. Offices may be combined if the number of Elders is insufficient to fill each office. The Chairman of the Elders will automatically serve as Chairman during membership meetings. These officers will serve for the church fiscal year, or until their successors are elected.

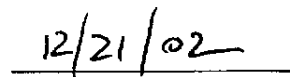
### ARTICLE V – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Donald W. Gambill, Jr.  
918 Banks St. NW  
Palm Bay, FL 32907

Signature of Registered Agent:

  
Donald W. Gambill, Jr.

  
Date

### ARTICLE VI – INCORPORATORS

The names and street addresses of the incorporators for these Articles of Incorporation are:

Amy Watson Bowden	690 Bremerhaven St. NW – Palm Bay, FL 32907
Russell W. Dellmo	1209 Lamplighter Dr. NW – Palm Bay, FL 32907
Donald W. Gambill, Jr.	918 Banks St. NW – Palm Bay, FL 32907
John A. Jarosz, Sr.	1390 Valerius St. SE – Palm Bay, FL 32909
Derrence L. Smaage	2555 Gresham Dr. – Orlando, FL 32807
Sue A. Zimmer	1632 Sunny Brook Ln. NE, Apt B103 – Palm Bay, FL 32905-6548

**Articles of Incorporation: Southpointe Christian Church of Palm Bay, Inc**

The undersigned incorporators have executed these Articles of Incorporation this 21<sup>st</sup> day of December, ~~2003~~<sup>Revised</sup> 2002

**Signatures of Incorporators:**

<u>Amy Watson Bowden</u>	Amy Watson Bowden
<u>Russell W. Dellmo</u>	Russell W. Dellmo
<u>Donald W. Gambill, Jr.</u>	Donald W. Gambill, Jr.
<u>John A. Jarosz, Sr.</u>	John A. Jarosz, Sr.
<u>Derrence L. Smaage</u>	Derrence L. Smaage
<u>Sue A. Zimmer</u>	Sue A. Zimmer

**ARTICLE VII – MEMBERSHIP**

Membership will consist of those people desiring membership who have complied with the following terms as revealed in the New Testament:

- (a) Belief in Jesus Christ as the only begotten son of God.
- (b) Repentance of their sins.
- (c) Immersion into Christ for the forgiveness of their sins.

**ARTICLE VIII – AUTHORITY AND AUTONOMY**

The church recognizes only the Bible as the complete Word of God and the New Testament as its authority in matters pertaining to the church. It declares itself to be a free and autonomous body, claiming the right of free government and recognizing no outside religious authority or control.

**ARTICLE IX – BUSINESS MEETINGS**

An annual meeting of the church membership for the purpose of evaluating the progress of the previous year, planning for the future, and transacting business will be held during the first quarter of the church fiscal year or at a time determined by the governing body. Notice of such meeting will be by public announcement on two (2) consecutive Sundays immediately prior to the date of the meeting.

A special meeting of the church membership for the purpose of conducting business may be called by the Chairman of the Elders. A special meeting of the church membership for the purpose of conducting business may also be called by written request to the Board of Elders by ten (10) percent of the total membership. In all cases, notice of the meeting must be by public announcement on two (2) consecutive Sundays immediately prior to the date of the meeting and the purpose of the meeting must be stated during the announcement.

At all business meetings of the church membership, a quorum will consist of twenty (20) percent of the total membership.

**Articles of Incorporation: Southpointe Christian Church of Palm Bay, Inc**

**ARTICLE X – BYLAWS**

Bylaws, or amendments thereto, may be submitted by the Board of Elders to the membership at any business meeting duly called. To become effective, the bylaws and/or amendments to the bylaws must be approved by two-thirds (2/3) of the membership present and voting.

**ARTICLE XI – AMENDMENTS**

These Articles of Incorporation may be amended at any business meeting of the church membership by approval of two-thirds (2/3) of the members present and voting, provided that notice of the proposed amendment or amendments has been made available to the membership for four (4) consecutive Sundays immediately preceding the date on which the vote is to be taken. **EXCEPTION:** Subparagraphs (a), (b), (c) and (d) of Article III, as well as the entirety of Articles IV, VII, and VIII of the Articles of Incorporation cannot be amended. Any attempt to amend the provision regarding subparagraphs (a), (b), (c) and (d) of Article III, as well as the entirety of Articles IV, VII, or VIII violates the intent of the founders, and anyone attempting such action will forfeit the right to membership in the Southpointe Christian Church of Palm Bay, Inc.

**ARTICLE XII – DISSOLUTION**

Upon dissolution of this organization, all of its assets after payment of all cost and expenses of dissolution will be distributed to Florida Christian College, Inc. None of the assets will be distributed to any member of the organization.

**ARTICLE XIII – INITIAL DIRECTORS**

The initial Directors of Southpointe Christian Church of Palm Bay, Inc. as of the date of the adoption of these Articles of Incorporation are:

Amy Watson Bowden	690 Bremerhaven St. NW – Palm Bay, FL 32907
Russell W. Dellmo	1209 Lamplighter Dr. NW – Palm Bay, FL 32907
Donald W. Gambill, Jr.	918 Banks St. NW – Palm Bay, FL 32907
John A. Jarosz, Sr.	1390 Valerius St. SE – Palm Bay, FL 32909
Derrence L. Smaage	2555 Gresham Dr. – Orlando, FL 32807
Sue A. Zimmer	1632 Sunny Brook Ln. NE, Apt B103 – Palm Bay, FL 32905-6548

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

PURSUANT TO THE PROVISIONS OF SECTIONS 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Southpointe Christian Church of Palm Bay, Inc.
2. The name and address of the registered agent and office is:

Donald W. Gambill, Jr.  
918 Banks St. NW  
Palm Bay, FL 32907

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. 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.

Signature of Registered Agent:

Donald W. Gambill, Jr.  
Donald W. Gambill, Jr.

12/21/02  
Date

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 DEC 31 AM 9:22