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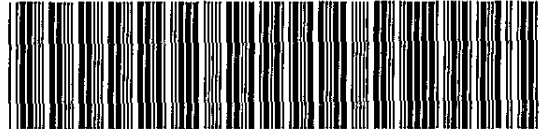
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03 MAR -5 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Noel G. Lawrence, Esquire*
*Florida Supreme Court
Certified County Mediator

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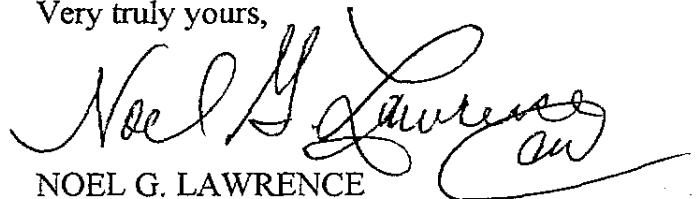
February 28, 2003

Florida Department of State
Secretary of State
The Capitol
Plaza Level 2
Tallahassee, Florida 32399-0250

RE: THE GOOD SHEPHERD MISSIONARY BAPTIST CHURCH, INC.

THE ENCLOSED
**ARTICLES OF INCORPORATION and APPLICATION
FOR REGISTRATION OF FICTITIOUS NAME**
ARE BEING SENT
WITHOUT A COVER LETTER
TO EXPEDITE DELIVERY
THANK YOU.

Very truly yours,

A handwritten signature in black ink, appearing to read "Noel G. Lawrence", with a stylized flourish at the end.

NOEL G. LAWRENCE
FOR THE FIRM

Enclosure (as stated)

NGL/caw

Articles of Incorporation
Of

THE GOOD SHEPHERD MISSIONARY
BAPTIST CHURCH, INC.

(Nonprofit Corporation)

I, the incorporator(s) of "THE GOOD SHEPHERD MISSIONARY BAPTIST CHURCH", the undersigned hereby form a corporation not for profit under *Chapter 617, Laws of the State of Florida*, providing for the formation, liability, rights privileges and immunities of a corporation not for profit.

Article I

Name of Corporation

The name of the corporation shall be "THE GOOD SHEPHERD MISSIONARY BAPTIST CHURCH, INC. ".

Article II

Corporate Nature

This corporation is a nonprofit corporation, organized for the operation, of any and all lawful business, including but not limited to the provision of religious services.

Article III

Duration

The term of existence of the corporation is perpetual and begins its existence, five (5) business days from the date of filing of these articles of incorporation.

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TALLAHASSEE, FLORIDA

Article IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- A. **The provision of religious and ecumenical services and** shall exist for the education, the encouragement and the support of its members in their individual and collective efforts to achieve any and all objectives related to the religious and ecumenical sectors of the society.

Article V

Management of Corporate Affairs

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors.

- A. Board of Directors.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election officers shall be named, if necessary.

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 members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held on the in June of each year at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members 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 action 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 relates 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 the By-Laws for this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| PERNELL RAGGINS | 7097 FIRST STREET, ST. AUGUSTINE, FL 32092 |
| DEBRA JACKSON | 4836 ARROWSMITH ROAD, JACKSONVILLE, FL 32208 |
| PHYLLIS BRADLEY | C/O PERNELL RAGGINS 7097 FIRST STREET, ST. AUGUSTINE, FL 32092 |

B. Corporate Officers.

The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held the following persons shall serve as corporate officers:

Name and Address

President:

PERNELL RAGGINS

7097 FIRST STREET,
ST. AUGUSTINE, FL 32092

Directors:

DEBRA JACKSON

4836 ARROWSMITH ROAD,
JACKSONVILLE, FL 32208

PHYLLIS BRADLEY

C/O PERNELL RAGGINS
7097 FIRST STREET,
ST. AUGUSTINE, FL 32092

Article VI

Earnings and Activities of Corporation

- A. No part of the net earnings of the corporation shall inure to the benefit of, 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 IV 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, and intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provisions 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*).

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 of the assets of the corporation exclusively for the purposes of the corporation in such a manner and to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the qualify as an exempt organization 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 country in which the principal office of the corporation is then located, exclusively for such purposes and to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

Article VIII

Membership

This corporation shall have members.

Article IX

Incorporator

The name and residence address of the Incorporator of this Corporation is:

PERNELL RAGGINS

**7097 FIRST STREET,
ST. AUGUSTINE, FL 32092**

Article X

Principal Place of Business

The principal place of business of this corporation is

PERNELL RAGGINS

**7097 FIRST STREET,
ST. AUGUSTINE, FL 32092**

Article XI

Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation's 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 procedures set forth therefore in the By-Laws.

Article XII

Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

Article XIII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of Board members for their vote in the manner set forth in the By-Laws of this corporation.

Article XIV

Indemnification

This corporation shall indemnify an officer or Board Member, to the full extent permitted by law.

Article XV

Registered Agent

The initial designation of the registered agent office of this corporation shall be

PERNELL RAGGINS

**7097 FIRST STREET,
ST. AUGUSTINE, FL 32092**

Pursuant to *Florida Statutes Section 617*, having been named to accept process of for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Pernell R. Raggins
PERNELL RAGGINS

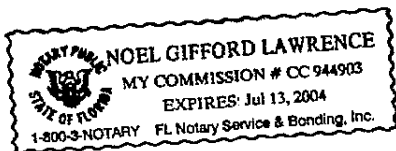
IN WITNESS WHEREOF, PERNELL RAGGINS, the incorporator, has hereunto set his hand and seal this 28th day of February, 2003.

Pernell R. Raggins
PERNELL RAGGINS

STATE OF FLORIDA
COUNTY OF Duval

BEFORE ME, the undersigned authority, personally appeared, **PERNELL RAGGINS**, who after first being duly sworn deposes and says that he is the person described in the forgoing Articles of Incorporation and he subscribed to those Articles of Incorporation. and he is personally known.

WITNESS my hand and official seal in the County and State named above, this 28th day of February 2003.



[Signature]
Notary Public