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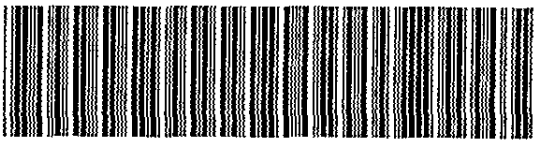
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TAYLOR & VAN MATRE, P.A.

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March 20, 2003

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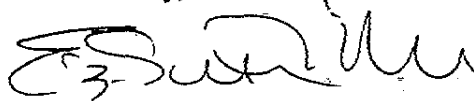
RE: Cedar Hill Full Gospel Church, Inc.
Our File: CTB-751

Dear Ladies:

Enclosed are the original and one duplicate copy of the Articles of Incorporation for the referenced nonprofit corporation. Please file the original in your office and return the duplicate copy to the undersigned, duly certified.

I have also enclosed our check in the amount of \$78.75 to cover the filing fee, designation of and acceptance by registered agent fee, and the certified copy fee for the above-referenced nonprofit corporation.

Yours truly,



ELIZABETH F. MILLER, CLA
Certified Legal Assistant

Enclosures
cc: Mr. Bill Hall

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ARTICLES OF INCORPORATION
OF
CEDAR HILL FULL GOSPEL CHURCH, INC.
(A Corporation Not For Profit)

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE I - NAME

The name of the Corporation is as follows: CEDAR HILL FULL GOSPEL CHURCH, INC.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of the corporation are: 1040 East Nine Mile Road, Pensacola, Florida 32533.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 4300 Bayou Boulevard, Suite 16, Pensacola, Florida 32503. The name of its initial registered agent at that address is: THOMAS G. VAN MATRE, JR.

ARTICLE IV - NO MEMBERS

The Corporation shall not have members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

ARTICLE V - NOT FOR PROFIT

The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its trustees or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under the Articles, under law and under 26 U.S.C.A. § 501(c)(3).

ARTICLE VI - DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE VII - PURPOSES

The Corporation is organized, and shall be operated exclusively for religious, charitable, and educational purposes, including but not limited to business and activities as a Church.

ARTICLE VIII - POWERS

Solely for the above purposes, the Corporation shall have the following powers:

A. Conduct any religious and Church business and activities.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

D. To do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

ARTICLE IX - LIMITATION

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), trustees or officers, but 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 VII (Purposes) of these Articles.

ARTICLE X - TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a Corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization

described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE XI - DISSOLUTION

On the dissolution of the Corporation, the board of trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for religious, charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of trustees shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any Court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the Court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

ARTICLE XII - BOARD OF TRUSTEES

There shall be a board of trustees consisting of at least six (6) individuals, one of whom shall be the Pastor of the Corporation. The initial trustees and their addresses are:

<u>NAME</u>	<u>ADDRESS</u>
William C. Heiden, Jr. (PASTOR)	7430 Nokomis Street Pensacola, Florida 32526
G.M. Turner	637 Baypoint Boulevard Milton, Florida 32583
Chris Christopherson	8325 Lofton Drive Pensacola, Florida 32514
Bill Hall	460 Deerfoot Lane Cantonment, Florida 32533
Otis F. Colbert	907 Belair Road Pensacola, Florida 32505-3001
A.L. Cook, Sr.	11 Feliz Avenue Pensacola, Florida 32534

After that, each trustee shall be elected in the manner and at the times set forth in the bylaws. Any trustee may be removed by the affirmative vote of at least two-thirds (2/3) of the board of trustees.

ARTICLE XIII - OFFICERS

The trustees of the Corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of trustees. Each officer shall be elected by majority vote of the board of trustees (and may be removed by majority vote of the board of trustees) at such a time and in such a manner as may be prescribed by the bylaws or by law. The initial officers and their addresses are:

<u>NAME AND ADDRESS</u>	<u>OFFICE</u>
William C. Heiden, Jr., (PASTOR)	President
Bill Hall	Secretary
A.L. Cook, Sr.	Treasurer

ARTICLE XIV - INCORPORATOR

The name and street address of the incorporator is as follows: BILL HALL, 460 Deerfoot Lane, Cantonment, Florida 32533.

ARTICLE XV - BYLAWS

The bylaws of the Corporation are to be made and adopted by the board of trustees, and may be altered, amended, or rescinded by the board of trustees with the approval of the Church body (Church members) as set forth in the bylaws of the Corporation.

ARTICLE XVI - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

ARTICLE XVII - INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each trustees and officer, including former trustees and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the officers and trustees of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE XVIII - COMMENCEMENT OF CORPORATE EXISTENCE

The date when corporate existence shall commence is the date the Secretary of State of the State of Florida accepts and files these Articles of Incorporation.

IN WITNESS, the undersigned incorporator has signed these Articles of Incorporation on the 20th day of MARCH, 2003.



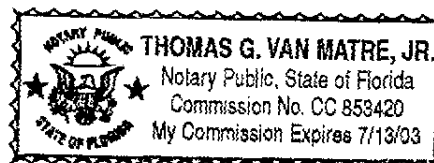
BILL HALL, Trustee, Secretary

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me by BILL HALL, Secretary of Cedar Hill Full Gospel Church, who is personally known to me or who produced DRIVERS LIC. as identification, this 20th day of MARCH, 2003.



NOTARY PUBLIC



**CERTIFICATE OF DESIGNATING AND ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes § 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. Name of the Corporation: CEDAR HILL FULL GOSPEL CHURCH, INC.
2. Name and address of the Registered Agent and Office: THOMAS G. VAN MATRE, JR., at Taylor & Van Matre, P.A., 4300 Bayou Boulevard, Suite 16, Pensacola, Florida 32503

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

DATED: MARCH 20, 2003



THOMAS G. VAN MATRE, JR., Resident Agent

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SECRET
FALL FIELD