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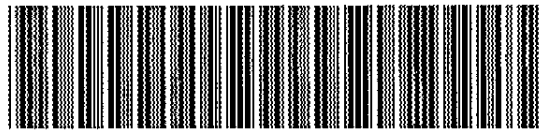
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 260315 127704A

AUTHORIZATION : *Patricia Figueroa*

COST LIMIT : \$ 78.75

ORDER DATE : September 29, 2003

ORDER TIME : 2:16 PM

ORDER NO. : 260315-005

CUSTOMER NO: 127704A

CUSTOMER: - Ms. Karen Beaudoin
Thomas D. Waldron, Esq

112 West New Haven Avenue

Melbourne, FL 32901

DOMESTIC FILING

NAME: ZIONAPOSTLIC HOLINESS CHURCH,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
OF
ZIONAPOSTLIC HOLINESS CHURCH, INC.

FILED STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
03 SEP 29 AM 11:48

We, the undersigned, have this day voluntarily associated ourselves together with the purpose of forming a non-profit corporation under the Laws of the State of Florida, and we hereby certify:

Article I - Name

The name of this corporation is **ZionApostlic Holiness Church, Inc.** and the corporations principal office and mailing address of the corporation shall be 966 Black Coral Ave. N. W.
Palm Bay, FL., 32907 .

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporation shall be the date the Certificate of Incorporation is issued by the Florida Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of establishing a Christian Church, with missionary, literature, educational and all other departments it may deem useful to propagate and practice the full Gospel of the Lord Jesus Christ.

Article IV - A Non-Profit Corporation

This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of Florida, the property of this corporation is irrevocably dedicated to religious and charitable purposes, and upon liquidation, dissolution or abandonment, shall not inure to the benefit of any private person except a fund, foundation, or corporation organized and operated for religious or charitable purposes.

Article V - Finances

All funds needed for the maintenance of the **ZionApostlic Holiness Church** shall be provided by the voluntary contributions, tithes, and offerings of the members and friends of the corporation. The pastor shall be supported according to his needs, either by free-will offerings or

by stated allowance as shall be decided upon by the Board of Directors in its regular business sessions. It is expected that every member shall decide before God what he or she can and will give cheerfully to the support of the Lord's work at home and in the foreign field.

Article VI - Departments and Committees

The church shall provide for the establishment of a Sunday School Department, young people's work, relief committees, home and foreign missionary committees, or any other departments or committees as the needs of the work may require. These committees and departments shall be subordinate to the church and shall contribute to the harmony and development of the whole. They shall be under the general supervision of the Board of Directors. The pastor shall be an ex-officio member of all committees and departments. The pastor and the Board of Directors shall determine when the need for such committees and departments must be organized or disbanded.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 112 W New Haven Ave. Melbourne, FL., 32901. The name of the initial registered agent of this corporation at that address is Tom D. Waldron, Esq. FL. Bar # 0986968.

Article VIII - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three. The manner in which the Directors are elected shall be by majority vote of the members. The name and address of the initial director of this corporation is:

	Name	Address
(1)	Lloyd Earl Adams	966 Black Coral Ave. N. W. Palm Bay, FL., 32907
(2)	Merian Paul	1750 A. St. Palm Bay, FL., 32907

Article IX

The name and address of the persons signing these articles are:

Lloyd Earl Adams	966 Black Coral Ave. N. W. Palm Bay, FL., 32907
Merian Paul	1750 A. St. Palm Bay, FL., 32907

Article X - Bylaws

The power to adopt, alter, amend or reply bylaws shall be vested in the Pastor and the Board of Directors.

Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon a shareholder or member shall be subject to this reservation.

Article XIII - Conduct of Corporate Affairs

The corporation shall qualify for and become a corporation qualifying as a 501(c)(3) corporation and all activities and conduct of the corporation shall be consistent therewith.

A. The organization is organized exclusively for charitable, religious, educational, purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

B. Notwithstanding any of the provision herein, the purposes of this organization are limited to such purposes as are permitted under Section 501(c)(3) of the Internal Revenue Code.

C. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 above. 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 distribution of statements) any political campaign on behalf of any candidate for public office.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 9 day of SEPT, 2003

X Lloyd Earl Adams
Lloyd Earl Adams, Pastor, Pres.

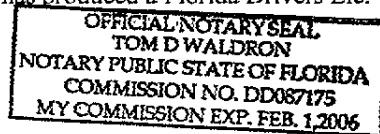
X Paul Merian
Paul Merian, Vice Pres. Tres.

ACKNOWLEDGMENT

STATE OF FLORIDA, COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 9th day of SEPT, 2003, by Lloyd Earl Adams who is personally known to me or who has produced a Florida Drivers Lic. as identification.

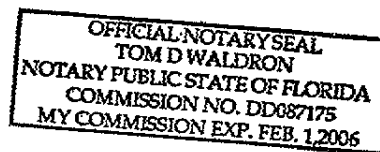
X Tom D. Waldron
Notary Public
My Commission Expires:



STATE OF FLORIDA, COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 9th day of SEPT., 2003, by Paul Merian who has produced FL. DRIVER'S LIC. as identification.

X Tom D. Waldron
Notary Public
My Commission Expires:



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 OFFICE, IN THE STATE OF FLORIDA.

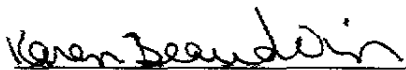
1. THE NAME OF THE CORPORATION IS: **ZionApostlic Holiness Church, Inc.**
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS: **Tom D. Waldron, Esq. of 112 W. New Haven Ave. Melbourne, FL., 32901**

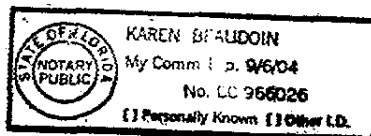
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

X  Date: 9/9/03
Tom D. Waldron, Esq. Registered Agent

STATE OF FLORIDA, COUNTY OF BREVARD.

The foregoing was acknowledged before me this 9th day of sept, 2003, by Tom D. Waldron, Esq., who is personally known to me. WITNESS my hand and official seal in the County and State last aforesaid.


Notary Signature (SEAL)
My commission expires _____



FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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