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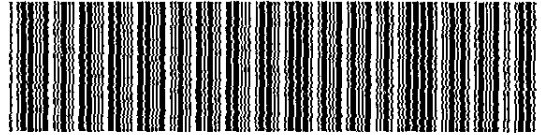
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*[Handwritten signature]*

**HARRISON, RIVARD, ZIMMERMAN & BENNETT**

**CHARTERED  
ATTORNEYS AND COUNSELORS AT LAW  
PANAMA CITY, FLORIDA**

**WILLIAM G. HARRISON JR.  
BO RIVARD  
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October 27, 2003

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

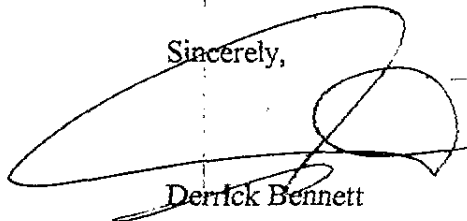
Re: Articles of Incorporation  
Liberty Baptist Church of Panama City, Inc.

Dear Sir/Madam:

Enclosed with this letter, please find an original Articles of Incorporation on behalf of Liberty Baptist Church of Panama City, Inc. I have also enclosed a check in the amount of \$78.75 for filing fees, along with an extra copy of the Articles of Incorporation to be return to my office after filing. I have also enclosed a pre-addressed envelope for the return of the articles.

Thank you for your assistance with this matter. If you have any questions, please do not hesitate to call the office.

Sincerely,



Derrick Bennett

DB/jaw

Enclosures

cc: Pastor, Glenn Milner  
6218 Wallace Road  
Panama City, FL 32404

**ARTICLES OF INCORPORATION**  
**OF**  
**LIBERTY BAPTIST CHURCH OF PANAMA CITY, INC.**

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**ARTICLE I**  
**NAME**

The name of the corporation is "Liberty Baptist Church of Panama City, Inc." hereinafter referred to as the "Corporation".

**ARTICLE II**  
**PURPOSES**

The Corporation is organized exclusively as a nonprofit religious corporation and for such charitable, educational and scientific purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future United States Internal Revenue Law. The Corporation is organized as a not-for-profit corporation for purposes of serving the community as a church.

Within the scope of the foregoing, the Corporation is formed for the single specific purpose of providing religious guidance and worship to it's members and individuals in it's community. In that manner, the Corporation will serve to promote the general spiritual well being of the citizens within and without Bay County, Florida. The Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617, Florida Statutes; provided however, that the Corporation while exercising any one or more powers shall do so exclusively in furtherance of

the corporate purpose described in this Article II and only in furtherance of a religious, charitable, educational or scientific purpose, within the meaning of Section 501(c)(3) of the Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation or other private person, except as reasonable compensation for services rendered or to make payments in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the Corporation shall be for the carrying on of a program of propaganda or for influencing legislation. The Corporation shall not participate in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or (b) an organization to which contributions are deductible under Section 170(c)(2) of the Code.

### **ARTICLE III**

#### **TRUSTEES**

Section 1. Trustees. The number of Board of Directors constituting the initial Board of Trustees of the Corporation shall be five and the names and addresses of said persons are as follows:

List five trustees with addresses:

|                |  |
|----------------|--|
| President      | Glenn Milner<br>6218 Wallace Road<br>Panama City, FL 32404   |
| Vice President | Willie Pollard<br>216 Beulah Avenue<br>Panama City, FL 32404 |
| Secretary      | Sharon Milner<br>6218 Wallace Road<br>Panama City, FL 32404  |

Treasurer                      Tom Flowers  
2027 Willow Bend Lane  
Lynn Haven, FL 32444

Assistant Treasurer      Kirt Lee  
4002 7<sup>th</sup> Circle  
Panama City, FL 32404

Section 2. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

#### **ARTICLE IV** **TERM**

The term of the Corporation shall be perpetual, except as provided in Article XII hereof.

#### **ARTICLE V** **SUBSCRIBERS**

The name and residence of the subscriber to these Articles of Incorporation are:

Pastor, Glenn Milner, President  
Liberty Baptist Church of Panama City, Inc.  
6218 Wallace Road  
Panama City, Florida 32404

#### **ARTICLE VI** **REGISTERED OFFICE AND AGENT**

The initial registered office and principal place of business of the Corporation is 6218 Wallace Road, Panama City, Florida 32404, and the name of the initial registered agent at said address is Pastor, Glenn Milner.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

Section 1. Establishment of Board. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The initial Board of Directors shall consist of the following persons:

President, Glenn Milner  
Vice President, Willie Pollard  
Secretary, Sharon Milner  
Treasurer, Tom Flowers  
Assistant Treasurer, Kirt Lee

Section 2. Term. The terms of Directors shall coincide be governed by the Bylaws.

Section 3. Criteria for Directors. Persons eligible for membership on the Board of Directors shall initially and at all times be Trustees of the District.

Section 4. Advisors. The Bylaws of the Corporation may provide for the appointment of advisors to the Board of Directors. Advisors shall be non-voting and shall not be considered Directors.

Section 5. Compensation. Directors shall not be compensated for the performance of their duties as Directors but shall be reimbursed for their expenses incurred in the performance of their duties as Directors in accordance with the Bylaws of the Corporation.

Section 6. Restrictions on Authority of the Board. The board of Directors of the Corporation may not, without the prior approval of the 75% of the church membership of the Corporation:

- (a) Adopt a plan of dissolution of the Corporation;
- (b) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (c) Adopt a plan of merger or consolidation of the Corporation with another corporation;
- (d) Adopt any annual or long-term capital and operational budgets of the Corporation or approve any changes therein;

## **ARTICLE VIII**

### **OFFICERS**

Section 1. Officers of the Board. The Officers of the Board of Directors shall at all times be identical to, and have the same functions as, the officers of the Board of Trustees of the church. The names of the initial Officers of the Board of Directors who are to serve until the organizational meeting are as follows:

President, Glenn Milner  
Vice President, Willie Pollard  
Secretary, Sharon Milner  
Treasurer, Tom Flowers  
Assistant Treasurer, Kirt Lee

Section 2. Officers of the Corporation. The Board of Directors shall at the organizational meeting of the Corporation and, when appropriate, at subsequent annual meetings of the Board elect a President, a Vice President, and a Secretary/Treasurer, each of whom shall serve at the pleasure of the Board and each of whom shall be an Officer of the Corporation. The President, the Vice

President, and the Secretary/Treasurer shall have such duties as set forth in the Bylaws or as established by the Board. There may be such other officers and assistant officers of the Corporation as may be deemed necessary by the Board of Directors and as provided in the Bylaws.

The names of the initial officers of the Corporation who are to serve until the organizational meeting and first election of the Officers of the Corporation are as follows:

#### **ARTICLE IX**

#### **ADOPTION AND AMENDMENT TO THE BYLAWS**

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by an affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors present at any regular or special meeting, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Bylaws be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice.

#### **ARTICLE X**

#### **AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Board of Directors may amend, alter or repeal any provision to these Articles of Incorporation. Such amendment may be proposed by any voting Director of the Board of Directors, and, such proposal shall be adopted by affirmative vote of two-thirds (2/3) of the total voting members of the Board at a meeting upon which such amendment is to be considered, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been



submitted in writing to each Director (including ex-officio directors) at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of a meeting or the fifteen (15) day notice. Such amendment shall be effective upon approval by the Sole Member.

#### **ARTICLE XI** **ANNUAL MEETING**

There shall be an annual meeting of the Board of Directors for the purpose of electing Officers of the Corporation as may be necessary to fill expiring terms, and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meetings as provided in the Bylaws. The annual meeting shall be held at the corporate headquarters of the Corporation.

#### **ARTICLE XII** **DISSOLUTION**

The Corporation may be dissolved at any time by the act of the Board in accordance with the terms hereof. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be used exclusively for a public purpose, and none of the assets will be distributed upon such dissolution to any Officer or Director of the Corporation or any other private person.

**ARTICLE XIII**  
**INDEMNIFICATION**

The Corporation shall defend, indemnify and hold harmless any member of the Board of Directors or officer of the Corporation, who is a party to any threatened or pending suit or proceeding by reason of the fact that he or she is or was a director, officer or agent of the Corporation. The extent and conditions of such defense, indemnification or holding harmless may be more particularly stated in the bylaws of the Corporation.

IN WITNESS WHEREOF, we do make and file these Articles of Incorporation hereby declaring and certifying under oath that the facts herein are true, and we accordingly set our hands and seal at Panama City, Florida on the date(s) indicated below.

Date: 10/27/03

Glenn Milner  
Glenn Milner, Pastor, President

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME personally appeared GLENN MILNER, who did not take an oath, and who is personally known to me and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last named above this 27<sup>th</sup> day of October 2003.

Kaye L. Blue  
Notary Public  
My Commission Expires:  
My Commission Number:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with  
said act:

First, that Liberty Baptist Church of Panama City, Inc., a corporation for not-for-profit,  
desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the  
Articles of Incorporation, at 6218 Wallace Road, Panama City, Florida, 32404, with the registered  
agent, Derrick Bennett and his address as follows, 112 East Third Court, Panama City, Florida,  
32401, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place  
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.



DERRICK BENNETT  
Registered Agent