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KISER & ASSOCIATES, LLC

ATTORNEYS AT LAW  
109 LEE BYRD ROAD  
LOGANVILLE, GEORGIA 30052

ROBERT L. KISER  
ROBERT J. KISER

PHONE: (770) 554-2480  
FAX: (770) 554-2580

November 3, 2003

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

Re: Reincorporation of Primitive Baptist Foundation, Inc.

Dear Sir or Madam:

On behalf of the Primitive Baptist Foundation, Inc., I respectfully submit the enclosed documents for the reincorporation of Primitive Baptist Foundation, Inc.

In addition to the Application, Certificate, and certified copy of the original Articles, please find two checks: one check in the amount of \$743.75 for the filing fees and annual reports from 1993 to present, and one check in the amount of \$8.75 for a Certificate of Status.

Thank you for your kind assistance and prompt attention to this matter. If you have any questions or require any additional information, please call me.

Very truly yours,



Robert J. Kiser

RJK/kp  
Enclosures

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TALLAHASSEE, FLORIDA



**CERTIFICATE OF REINCORPORATION**

Pursuant to s. 617.0901, Florida Statutes, this certificate of reincorporation was duly authorized by a meeting of its members regularly called or by a meeting of its board of directors if there were no members entitled to vote on the reincorporation:

**ARTICLE I NAME**

The name of the corporation shall be:

Primitive Baptist Foundation, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and the mailing address of this corporation shall be:

P.O. Box 595  
Roswell, Georgia 30077

**ARTICLE III PURPOSE**

The specific purpose for which the corporation is organized:

To assist, maintain or support aged ministers of the Primitive Baptist Church who are unable to serve churches, or are without sufficient funds to live on; to assist, maintain and support the widows of ministers of the Primitive Baptist Church when such is needed; to assist, maintain and support any of the pastors of Primitive Baptist churches who may be serving churches that are unable to properly support such pastors; and such other things as may be needful and necessary for the Primitive Baptist cause.

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

Each Primitive Baptist Church of the orthodox faith, according to the Articles of Faith of the Primitive Baptist Church, shall be eligible for membership in the Foundation; and each such church shall, if it so desires, elect from its membership one member of said church who is in good standing to be a director of the Foundation

**ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Mike Catchings  
1499 Grace Lake Circle  
Longwood, Florida 32750

**ARTICLE VI INCORPORATOR**

The name and address of the Incorporator is:

Darryl L. Harris  
P.O. Box 595  
Roswell, GA 30077

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\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Mike Catchings  
Signature/Registered Agent

11-4-03  
Date

Darryl Harris  
Signature/Incorporator

10/22/03  
Date

**ATTENTION**

**ENLARGE  
NEXT PAGE  
TO VIEW  
IMAGE**

IN THE CIRCUIT COURT OF THE 11th  
JUDICIAL CIRCUIT OF FLORIDA; IN  
AND FOR DADE COUNTY.

In re:

L. C. KICKLIGHTER, et al.

Ex parte

TO THE JUDGES OF THE CIRCUIT COURT, DADE COUNTY, FLORIDA:

We, the undersigned, having associated ourselves together for the purpose of conducting a corporation not for profit, under the laws of the State of Florida, under and pursuant to the following proposed charter:

ARTICLE I.

The name of the corporation is:

PRIMITIVE BAPTIST FOUNDATION, INC.

and its principal place of business shall be in Miami, Dade County, Florida, at such local address as may be from time to time fixed by the Board of Directors.

ARTICLE II.

The general nature or the object of the corporation is to assist, maintain or support aged ministers of the Primitive Baptist Church who are unable to serve churches, or are without sufficient funds to live on, and also to assist, maintain and support the widows of ministers of the Primitive Baptist Church when such is needed; to assist, maintain and support any of the pastors of Primitive Baptist churches who may be serving churches that are unable to properly support such pastors; and such other things, in conformity with this Charter, as may be needful and necessary for the Primitive Baptist cause.

ARTICLE III.

All Primitive Baptist churches of the orthodox faith, according to the articles of faith of the Primitive Baptist Church shall be eligible to membership in this corporation, provided, however, no such church shall be eligible to membership in this corporation until such church has been organized in accordance with the laws of the State of Florida.

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any person, firm, or corporation, or any church, may donate to or subscribe to this corporation.

ARTICLE IV.

This Corporation shall be entitled to solicit and receive donations from any individual, corporation, association or other agency.

ARTICLE V.

The existence of this Corporation shall be perpetual.

ARTICLE VI.

The names and residences of the subscribers to this Charter are:

Fred L. Cammon	President	271 Boulevard, N.E. Atlanta, Ga.
Chandler R. Register	Sec. & Treas.	Valdosta, Ga.
Sam G. Chapman	Vice Pres.	611 So. Westland Ave. Tampa, Florida
Perry J. Castleberry		Adel, Ga.
Frank I. Williams		Statesboro, Ga.
Lester C. Kicklighter		60 S.W. 11th Street Miami, Florida

ARTICLE VII.

The affairs of this Corporation shall be managed by a Board of Directors to be elected as follows: Each Primitive Baptist Church possessing the qualifications specified herein shall, if it so desires, elect from its membership one member of said church who is in good standing in said church to be a director in this Corporation, subject to such rules and orders as may be made by the Corporation. The Board of Directors so elected shall serve until the first annual meeting of the directors of the Corporation, to be held at the time hereinafter designated. The Board of Directors shall have the power and shall be required to elect from among their number a President, a Vice President, a Secretary, and a Treasurer, and may also elect such other officers as may be deemed necessary. The officers so elected shall hold office until the next annual meeting of the directors of the Corporation.

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at the first annual meeting of said Directors and at each annual meeting thereafter, to elect from its members an executive committee to be composed of five of said Directors, whose duty it shall be to take over the active management of said Corporation, and the said Executive Committee shall serve for one year concurrently with the Board of Directors and until their successors shall have been elected and qualified. The President, Vice President, Secretary and Treasurer shall be members of the Executive Committee.

No officer, director or member of the Executive Committee shall receive any compensation for his services, unless and until such compensation shall have been fixed by the bylaws.

Unless and until otherwise provided by the bylaws, the Executive Committee shall have the power to employ assistants if and when needed or required for the proper conduct of the affairs of the Corporation.

Other officers may be created by the bylaws.

#### ARTICLE VIII.

The officers who are to manage all the affairs of this Corporation until the first annual election of Directors under this Charter are:

Fred L. Cannon	President
Chandler R. Register	Sec. & Treas.
Sam G. Chapman	Vice Pres.

The bylaws of this Corporation shall be adopted at any regular meeting of the Board of Directors and the said bylaws may be altered or amended at any regular or special meeting of the Board of Directors by a vote of two-thirds of the members of said Board, voting in person or by proxy, at such meeting.

#### ARTICLE IX.

The highest amount of indebtedness or liability to which the Corporation may at any time subject itself shall be One Million (\$1,000,000.00) Dollars, provided however, the highest amount of indebtedness or liability of the Corporation shall never be greater than two-thirds the value of the property of the Corporation.



ARTICLE X

The amount in value of the real estate which this Corporation may hold shall be One Million (\$1,000,000.00) dollars.

ARTICLE XI

The Corporation shall have the power, subject to the laws of the State of Florida affecting corporations not for profit, to buy, hold, own, work, develop, improve, divide, subdivide, process, sell, convey, lease, mortgage, pledge, exchange and otherwise deal in and dispose of property of all kinds, real, personal and mixed, including stocks, bonds and securities, issued or created by any other corporation in any other state or country, and whether now or hereafter organized, and including rights, easements and incorporeal hereditaments appurtenant thereto; to purchase, establish, operate and publish, or cause to be published, journals, books, bulletins and advertising matter; to build, construct, maintain and operate any of the properties above mentioned, and while owner of any property, to exercise all the rights, powers and privileges of ownership to the same extent as natural persons might do, including the right to vote the stock of other corporations owned by it; to borrow money and secure the same and moneys otherwise owing, by mortgages, debentures, bonds, deeds, notes or other obligations therefor; to enter into, make, perform and carry out contracts of every kind for any lawful purpose; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warranties, debentures and other negotiable or transferrable instruments; to carry on any or all of its operations or businesses and to promote its objects within the State of Florida or elsewhere without restriction as to place; to have, issue, exercise and enjoy all the general powers of like corporations not for profit, and to do and perform all such other things and acts as may be necessary or expedient in carrying on any of the businesses or acts above mentioned.

The intention is that all the objects and powers herein above specified and clauses contained in this article shall be construed as if they were contained in the articles of incorporation of the Corporation.

limited or restricted by reference to, or inference from the terms of any other objects, powers or clauses of this article or any other article in this Charter, but that the objects and powers specified in each of the clauses in this article shall be regarded as independent objects and powers.

ARTICLE XII.

The first annual meeting of the Board of Directors of this Corporation shall be held on Tuesday after the first Sunday in April, 1941, and annually thereafter on said date, unless and until otherwise altered by the bylaws.

Special meetings may be called and held at such time and places and in such manner as may be provided by the bylaws. Annual meetings may be held at any place designated by the President.

At every meeting of the Board of Directors of this Corporation, fifty per cent. of said Board of Directors, present in person or by written proxy, shall constitute a quorum, and no action of said meeting shall be valid unless a quorum shall be present in person or by proxy.

ARTICLE XIII.

This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Charter in the manner now or hereafter prescribed by law, and all rights conferred on members of this Corporation are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, hereunto set our hands and seals this 28th day of January, 1941 for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

*Paul Barron* (SEAL)  
*Chandler P. ...* (SEAL)  
*Wm. S. Chapman* (SEAL)  
*J. L. ...* (SEAL)  
*R. D. ...* (SEAL)  
*Arthur C. ...* (SEAL)

STATE OF FLORIDA )  
COUNTY OF DADE )

On this day before me, the under-signed notary public in and for the State of Florida at large, personally appeared LESTER C. KICKLIGHTER to me well known and known to me to be one of the individuals described in and who subscribed the foregoing Charter, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal this 28th day of Jan-  
A. D., 1941.



*James H. Damiano*  
Notary Public, State of Florida at large.

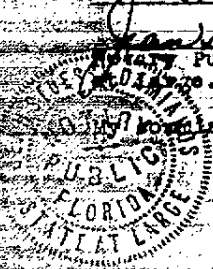
My commission expires: Notary Public, State of Florida at large.  
My commission expires Sept. 1, 1942.

STATE OF FLORIDA ) SS.  
COUNTY OF DADE )

LESTER C. KICKLIGHTER, being duly sworn, says on oath that he is one of the subscribers to the foregoing proposed Charter, and that it is intended in good faith to carry out the purposes and objects set forth therein.

*Lester C. Kicklighter*

Subscribed and sworn to before me this 28th day of January, A. D., 1941.



*James H. Damiano*  
Notary Public, State of Florida at large.

My commission expires: Notary Public, State of Florida at large.  
My commission expires Sept. 1, 1942.

ORDER OF APPROVAL

The above proposed Charter having been presented to me, I find the same is in proper form and for an object authorized by the laws of the State of Florida, and I approve of said Charter and hereby endorse my approval thereon.

Done and ordered by James H. Damiano, State County, Florida, this day of January, 1941.

*James H. Damiano*  
Circuit Judge

STATE OF FLORIDA

I HEREBY CERTIFY that the foregoing is a true and correct copy of the original on file in this office.

HARVEY RUVIN, CLERK of Circuit and County Courts

Deputy Clerk

