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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 12/11

TRANSMITTAL LETTER

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

SUBJECT: CHRIST THE GOOD SHEPHERD WORLDWIDE CHURCH, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: DENNIS G. BREWER, SR.
Name (Printed or typed)

1159 COTTONWOOD LANE, SUITE 177
Address

IRVING, TX 75038
City, State & Zip

972-871-7700
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION
OF
CHRIST THE GOOD SHEPHERD WORLDWIDE CHURCH, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of CHRIST THE GOOD SHEPHERD WORLDWIDE CHURCH, INC. (the "Corporation") under the Florida Not For Profit Corporation Act (the "Act"):

**ARTICLE 1
NAME**

The name of the Corporation is CHRIST THE GOOD SHEPHERD WORLDWIDE CHURCH, INC.

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation is 395 N.E. 59th Street, Miami, FL 33137.

**ARTICLE 3
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986"). Upon dissolution, all of the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, and within the meaning of the Florida Tax Code, or any corresponding section of any future Florida tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 4 DURATION

The Corporation shall continue in perpetuity, notwithstanding subsequent action by the Board of Directors.

ARTICLE 5 PURPOSES

The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

- (a) The great commission: *"And Jesus came up and spoke to them, saying, 'All authority has been given to Me in heaven and on earth. Go therefore and make disciples of all the nations, baptizing them in the name of the Father and the Son and the Holy Spirit, teaching them to observe all that I commanded you; and lo, I am with you always, even to the end of the age.'"* (Matthew 28:18-20 New American Standard Version)
- (b) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.
- (c) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.
- (d) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.
- (e) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation.

ARTICLE 6 POWERS

Except as otherwise provided in these Articles of Incorporation, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

ARTICLE 7 RESTRICTIONS AND REQUIREMENTS

Except as otherwise provided in these Articles, and in order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.

4. Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the corporation was organized.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.
9. Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 8 MEMBERSHIP

The Corporation shall have no members save and except the members of the Board of Directors.

ARTICLE 9 REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, Palm Beach County, Florida 33410. The name of the registered agent at this office is Corporate Creations Network Inc.

ARTICLE 10 BOARD OF DIRECTORS

The Senior Pastor shall nominate persons whom he deems qualified to serve on the Board of Directors. In addition, the Senior Pastor may appoint a Nomination Advisory Committee to report to the Senior Pastor regarding suitable nominees. The persons nominated shall be presented

to the Board of Directors for election by a majority of the Directors. Directors shall be natural persons, but need not be residents of Florida.

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors (the "Board of Directors") of the Corporation. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased by the Board of Directors, by amending these Articles of Incorporation, or by amending the Bylaws, any of which shall have the same force and effect. The number of directors may not be decreased to less than three (3).

ARTICLE 11 LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 12 INDEMNIFICATION

Except as may be defined and limited by the Bylaws, the Corporation may, but is not required to indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director, attorney, CPA, accountant, consultant, or other person related to the Corporation. The Corporation may provide a trust fund, insurance or other arrangement to effectuate this article.

ARTICLE 13 CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 14 DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Board of Directors of the Corporation that is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

ARTICLE 15 INCORPORATOR

The name and street address of the incorporator is:

Name of Incorporator: Dennis G. Brewer, Sr.

Address: Law Office of Dennis G. Brewer, Sr., P.C.
1159 Cottonwood Lane, Suite 177
Irving, TX 75038

ARTICLE 16 ACTION BY WRITTEN CONSENT

The Corporation, if taking action by written consent in lieu of a meeting, shall attempt to obtain the unanimous written consent of all persons entitled to vote. Notwithstanding the foregoing, any required or permissible act may be taken without a meeting by use of written consents signed by no less than the number of directors whose vote would be necessary to take action at a fully attended meeting, according to the Bylaws. A consent signed by less than all of the directors is not effective to take the intended action unless consents, signed by the minimum required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Each written consent must set forth the action to be taken and bear the date of signature of each person signing it. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the intended action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

ARTICLE 17 AMENDMENT

These Articles may not be amended in any way without the approval of a two-thirds (2/3) majority of the members of the Board of Directors.

ARTICLE 18 MANAGEMENT VESTED IN BOARD OF DIRECTORS

The management of this corporation is vested in the Board of Directors. The Board of Directors may elect officers as allowed in the Bylaws.

ARTICLE 19 INTEGRATED AUXILIARIES

The corporation is authorized to cover an unlimited number of integrated auxiliaries but this corporation shall have the power to elect and replace one (1) Director at its sole discretion.

ARTICLE 20 MANDATORY ARBITRATION

In keeping with 1 Corinthians 6:1-8, all disputes which may arise (1) between any adherent and the Corporation, itself, or (2) between any Pastor, officer, director, employee, volunteer, agent, or other member of the Corporation, shall be resolved in accordance with the then existing ***Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation***. If efforts to conciliate or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on both parties, and both parties submit themselves to the personal jurisdiction of the courts of Florida, both state and federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorneys' fees, related to any mediation, conciliation or arbitration proceeding.

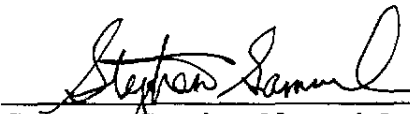
If a dispute may result in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Corporation and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Corporation and shall in no way affect the authority of the Corporation to investigate reports of misconduct, conduct hearings, or administer discipline of employees and staff.

I execute these Articles of Incorporation on the 26th day of November, 2003.


Dennis G. Brewer, Sr., Incorporator

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.

Dated this 1st day of December, 2003.


Corporate Creations Network Inc., Registered Agent

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TALLAHASSEE, FLORIDA