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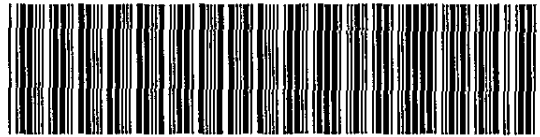
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07-06-04

TRANSMITTAL LETTER

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

SUBJECT: LOVE THE CHILDREN NETWORK, INC.
(PROPOSED CORPORATION) 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: Law Office of Dennis J. Sawyer, Sr., P.C.
Name (Typed)

1159 Cottonwood Lane, Suite 177

Irving, TX 75038

City

Zip

972-871-7700

Daytime

Phone number

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

ORPORATION
NETWORK, INC.

of eighteen (18), acting as an incorporator, adopt
 2 THE CHILDREN NETWORK, INC. (the
 3 ration Act (the "Act")):

KIDZ BOP
CHILDREN NETWORK, INC.

E 2 OF BUSINESS

tion is 395 N.E. 59th Street, Miami, FL 33137.

E 3 CORPORATION

ganized under the Act and shall have all of the as provided therein. Notwithstanding the rise any power, nor engage directly or indirectly ganization exempt from federal income tax and evenue Code of 1986, as amended, or the ent United States Internal Revenue law or laws ution, all of the Corporation's assets shall be he meaning of section 501(c)(3) of the Internal uture federal tax code, and within the meaning on of any future Florida tax code, or shall be local government, for a public purpose. Any by a court of appropriate jurisdiction of the n is then located exclusively for such purposes ;, which is organized and operated exclusively

E 4
ON

notwithstanding subsequent action by the Board

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES
OF INCORPORATION

ARTICLE 5
PURPOSES

The Corporation is organized and shall operate 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 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:

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 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. I am with you always, even to the end of the age.'"* (Matthew 28:18-20 New American Standard Version)

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(b) To promote the Christian religion in any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate efforts, including the operation of a church, ministry, school, or eleemosynary institution, without limitation.

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(c) To collect and disburse any funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Florida and elsewhere in the United States and the world.

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(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.

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(e) To provide food, shelter, clothing, education, healthcare and support for children's needs through charitable endeavors and other activities both domestic and internationally.

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(f) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities. It may 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 all lawful acts and things which may be necessary, useful, suitable, or proper for the accomplishment of the purposes of this Corporation. This paragraph is included throughout this instrument when the language "its purposes" or "its purposes as set forth" is used.

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ARTICLE 6
POWERS

ARTICLE 6

Except as otherwise provided in these Articles of Incorporation, the Corporation shall have all the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary

of Incorporation, the Corporation shall have all the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary

Corporation may pay reasonable compensation to to or for the Corporation in furtherance of one

7 EQUIREMENTS

s, and in order to carry out the above-stated
set forth in the Act, as it now exists or as it may
have all implied powers necessary and proper
provision to promote the purposes set out above

s or other corporate income to its directors or its or permit the realization of private gain, and empowered to make payments and for services rendered to or for the forth in these Articles. The Corporation shall the Act. The Corporation shall not have the substantial degree, that are not in furtherance shall have no power to take any action that a tax exemption under Internal Revenue Code s, and procedures. The Corporation shall have sistent with the requirements for receiving tax l Revenue Code Section 170(c)(2) and related is of any other provision in these Articles of have no power to:

- ers that are not in furtherance of one or more defined by the Internal Revenue Code and except to an insubstantial degree.
- is clearly incidental to an overriding public of its activities to attempting to influence pt as provided by the Internal Revenue Code res.
- campaign or on behalf of or in opposition to hibited activities include the publishing or ct or indirect campaign activities.
- tion organization" as defined by the Internal gs, and procedures.

6. Distribute its assets 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, public purpose.
9. Accept any gift or grant if the gift or grant would require serving a private individual or organization, except as a secondary purpose related to the Corporation's primary, exempt, public purpose.

ARTICLE 8 MEMBERSHIP

The Corporation shall have no members other than the members of the Board of Directors.

ARTICLE 9 REGISTERED OFFICE

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 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 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).

The initial Board of Directors shall not be limited to Florida residents. In addition, the Board of Directors may appoint a Nomination Advisory Committee to report to the Board of Directors suitable nominees. The persons nominated shall be presented to the Board of Directors for election. Directors shall be natural persons, but need not be residents of Florida.

Plenary power to manage and govern the Corporation is vested in the Board of Directors (the "Board of Directors") of the Corporation.

more than for one or more exempt purposes; on all 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.

the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

except as a secondary purpose related to the Corporation's primary, exempt, public purpose.

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 individual or organization, except as a secondary purpose related to the Corporation's primary, exempt, public purpose.

ARTICLE 8 MEMBERSHIP

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ARTICLE 9 REGISTERED OFFICE

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ARTICLE 10 BOARD OF DIRECTORS

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persons they deem qualified to serve on the Board of Directors. In addition, the Board of Directors may appoint a Nomination Advisory Committee to report to the Board of Directors suitable nominees. The persons nominated shall be presented to the Board of Directors for election. Directors shall be natural persons, but need not be residents of Florida.

of the Corporation is vested in the Board of Directors (the "Board of Directors") of the Corporation. The qualifications, duties, terms, and other

poration shall be provided in the Bylaws. The ability for selected matters in committees, officers, rotate from time to time.

E 11 —
ITY OF DIRECTORS

r members for monetary damages for an act or
to the extent otherwise provided by a statute of

E 12 CATION

ylaws, the Corporation may, but is not required to be made a named defendant or respondent in or was a director, attorney, CPA, accountant, n. The Corporation may provide a trust fund,

EXERCISE 13

on to statutes, regulations, or other sources of
their successors, as they may be amended from

: 14
ION

e Corporation shall, after paying or making
orporation, distribute all of the assets of the
d of Directors of the Corporation that is exempt
(c)(3) (or the corresponding provision of any

15
FOR

is:

Sr.

Address:

Law Office
1159 Cott
Irving, TX

nnis G. Brewer, Sr., P.C.
1 Lanc, Suite 177
3

**ARTICLE 16
ACTION BY WRITTEN CONSENT**

The Corporation, if taking action by written consent, shall attempt to obtain the unanimous written consent of all persons entitled to vote. Any required or permissible act may be taken without a meeting, if no less than the number of directors whose vote is necessary to take action at a fully attended meeting, according to the Bylaws. A consent signed by the required number of persons, shall take the intended action unless consents, signed by less than all of the directors is not effective to 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 to the Corporation by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's principal place of business, the corporate registered office, registered agent, 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 procedure has been properly followed.

A telegram, telex, cablegram, or similar communication 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 material 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.

ARTICLES OF INCORPORATION
MANDATORY

In keeping with 1 Corinthians 6:1-8, all disputes between (1) between any Past member of the Corporation, shall be resolved in mediation, conciliation or arbitration proceedings. If efforts to conciliate or mediate the dispute fail, then the matter shall be resolved by binding arbitration. The decision of the arbitrators shall be binding on both parties, and shall be subject 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 the costs, including attorneys' fees, related to any mediation, conciliation or arbitration proceedings.

If a dispute may result in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure by the liability insurer of the Corporation and the insurer's arbitration award up to any applicable policy limit shall in no way affect the authority of the Corporation to investigate reports of misconduct, conduct disciplinary hearings, or administer discipline of employees.

I execute these Articles of Incorporation

Having been named as Registered Agent for the 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 23rd day of December, 2003.

ARTICLE 19
ARBITRATION

disputes which may arise (1) between any adherent and member, officer, director, employee, volunteer, agent, or other person in connection 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 by binding arbitration. The decision of the arbitrators shall be binding on both parties, and shall be subject 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 the costs, including attorneys' fees, related to any mediation, conciliation or arbitration proceedings.

If a dispute may result in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure by the liability insurer of the Corporation and the insurer's arbitration award up to any applicable policy limit shall in no way affect the authority of the Corporation to investigate reports of misconduct, conduct disciplinary hearings, or administer discipline of employees.

23rd day of December, 2003.

Thomas G. Brewer, Sr.
G. Brewer, Sr., Incorporator

I accept service of process for the above stated Corporation. I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Stephen D. Samuel
Stephen D. Samuel, Registered Agent