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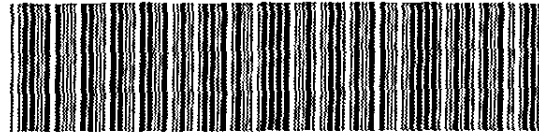
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04 JUN 30 AM 7:01

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**EDMOND L. ELEY, P.A.**  
**ATTORNEY AT LAW**

4479 North U.S. 1, Suite B  
Melbourne, Florida 32935  
(321) 259-7822  
Fax (321) 259-5675

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January 28, 2004

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

**RE: GRACE CHRISTIAN FELLOWSHIP OF BREVARD  
INCORPORATED**

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for filing the above-referenced corporation along with our check in the amount of \$78.75 for filing fees.

Please return a certified copy of the filed articles to our office as soon as possible. Thank you.

Sincerely,



Judith A. Hard  
Secretary

/jh  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**GRACE CHRISTIAN FELLOWSHIP OF BREVARD INCORPORATED**  
**a Florida Not For Profit Corporation**

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**ARTICLE I - CORPORATE NAME**

The name of this corporation is GRACE CHRISTIAN FELLOWSHIP OF BREVARD INCORPORATED.

**ARTICLE II - NATURE OF BUSINESS AND POWERS**

The purposes and corporate powers of this corporation are as follows:

- (A) To establish and operate a church.
- (B) To be organized exclusively for charitable, religious, educational, and scientific 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- (C) To adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit".
- (D) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- (E) Adopt, change, amend and repeal by Bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- (F) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its

obligations by mortgage and pledge of all or any of this property, franchises or income.

(G) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this part of any state, territory, district or possession of the United States or any foreign country.

(H) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

(I) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.

(J) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

(K) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(L) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(M) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

(N) To receive gifts, tithes and offerings.

(O) Have and exercise all powers necessary or convenient to effect any or all of the

purposes for which the corporation is organized.

(P) Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

(Q) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

### ARTICLE III - MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the Bylaws.

### ARTICLE IV - TERM OF EXISTENCE

This corporation shall exist perpetually until dissolved in the manner provided by the laws of the State of Florida.

### ARTICLE V - REGISTERED AGENT

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

PAUL T. EVANS  
628 Anchor Lane  
West Melbourne, Florida 32904

### ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time according to the Bylaws adopted by the Shareholders, but

shall never be less than three.

#### **ARTICLE VII - FIRST BOARD OF DIRECTORS**

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the Corporation shall be three (3); provided, however, that such number may be changed by a Bylaw duly adopted pursuant to the Bylaws of this Corporation.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (2) years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual director's meetings shall be held at 7:00 p.m. on the first Monday in September of each year at the principal office of the Corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors

are:

PAUL T. EVANS  
628 Anchor Lane  
West Melbourne, FL 32904

LEROY ERZINGER  
2660 Oakhaven Street, N.E.  
Palm Bay, FL 32905

MICHAEL CARDINALE  
687 Americana Boulevard, N.W.  
Palm Bay, FL 32907

#### ARTICLE VIII - EARNINGS AND ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 in Article II (B) hereof. The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or to the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making

provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to such organization as may be chosen by the Board of Directors provided that it qualifies as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and if it does not so qualify, then to such other organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE X - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the sole incorporator are:

PAUL T. EVANS  
628 Anchor Lane  
West Melbourne, FL 32904

#### ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder's meeting by at least a majority of the stock entitled to vote unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a



certain amendment of the Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as sole incorporator, has executed the foregoing Articles of Incorporation on the 28th day of January, 2004.

Paul T. Evans  
PAUL T. EVANS - Incorporator

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 28th day of January, 2004 by PAUL T. EVANS who is personally known to me or who has produced personally known as identification.

Judith A. Hard  
Notary Public  
My Commission Expires:



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

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

**FIRST:** That GRACE CHRISTIAN FELLOWSHIP OF BREVARD INCORPORATED desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in West Melbourne, Brevard County, Florida, has named PAUL T. EVANS as its agent to accept service of process within the State.

**ACKNOWLEDGMENT:** 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. My business address for acceptance of service of process on behalf of the corporation is: 628 Anchor Lane, West Melbourne, Florida 32904.



PAUL T. EVANS  
Registered Agent

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 JUN 30 AM 7:01