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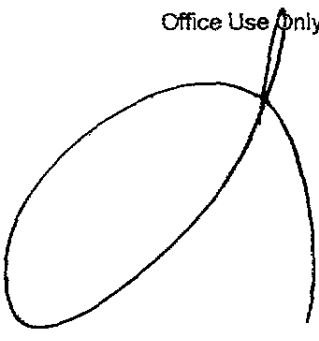
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2004 MAR 22 P 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: The Perfecting Saints 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: Mary S. Glover
Name (Printed or typed)

780 Sabalo Drive
Address

Atlantic Beach, FL 32233
City, State & Zip

(904) 249-8453
Daytime Telephone number

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

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2004 MAR 22 P 12:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Perfecting Saints Church
A Nonprofit Corporation

ARTICLE I. NAME

The name of this Corporation is ' The Perfecting Saints Church, Inc. which shall hereinafter be called the "Corporation". The location is 2294 Mayport Road - Unit 8, Atlantic Beach, FL 32233.

ARTICLE II. PURPOSE

Section 1. The purpose of this Corporation is to bring people to Jesus and membership in his family, develop them to Christ-like maturity, and equip them for their ministry in the church and life mission in the world, in order to magnify God's name. To operate as a body of believers to spread the message of the Lord Jesus Christ, to serve as an outreach ministry, working through the community to strengthen the community both spiritually and physically through means of Biblical teaching and community reaching out.

Section 2. This corporation is 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, or the corresponding section of any future federal tax code.

Section 3. Notwithstanding anything to the contrary herein contained, this corporation shall have the power to do any and all incidental acts and things and to exercise any and all other powers which a partnership or natural person doing business on a non-profit basis could do or exercise as may be authorized by law, and shall possess such general and additional powers as are conferred by the laws of the State of Florida upon non-profit corporations which are likewise and similarly organized, subject to the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; provided, however, that this corporation shall be operated exclusively for the attainment of its stated objectives and shall not carry on any activity not permitted to be carried on by a corporation exempt from Federal and State taxation.

ARTICLE III. CAPITAL STOCK

This corporation is organized upon a non-stock basis, and this corporation shall not issue shares of stock.

ARTICLE IV. TERM OF EXISTENCE

The existence of this corporation shall commence as of the date these Articles are duly filed, and it shall exist perpetually thereafter.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall manage the affairs of the Corporation whose members shall have a fiduciary obligation to the Corporation. The Board of Directors shall hold office until the next annual meeting and is composed of **Pastor Curtis C. Johnson, Mary S. Glover, Administrative Assistant, Kellie M. Glover, Chief Financial Officer.**

Section 2. Number, Term and Qualifications. The number of Directors shall be no less than three (3) and shall have no maximum number. *The term of membership shall be for continuous one (1) year periods, unless removed.* Those set forth in the original Articles of Incorporation shall comprise the original Board of Directors.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held each year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any two (2) Directors, and shall be held at the principal office of the Corporation or at such place as the Directors may determine.

Section 5. Notice. Notice of the annual, regular or any special meeting of the Board of Directors shall be given by oral notice to each director. *The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.* The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum *for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.*

Section 7. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 8. Vacancies, Additions, Elections and Removal. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason or an increase in the number of Directors, shall be filled by a two-third (2/3)-majority vote of the Board of Directors.

Section 9. Compensation. Directors, as such, shall not receive any salaries for their services.

ARTICLE VI. OFFICERS

Section 1. Officers. The officers of the Corporation shall be a president, a secretary, a treasurer, one or more vice-president and such other officers as may be elected in accordance with the provisions of this Article. All church officers with the exception of the President must be members of the Church. Only directors shall serve as officers. Any two offices may be held by the same person, except the offices of President and Secretary. The Officers shall be elected at the annual meeting of the Board of Directors by majority vote. The officers that shall hold office until the next meeting of the Board of Directors are: **President: Pastor Curtis C. Johnson, Secretary: Mary S. Glover, Treasurer: Kellee M. Glover.**

The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. The same person may hold any two or more offices.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers of Officers.

(a) The President: The President, also known as the Senior Pastor, shall be the Chief Executive Officer of the Corporation, and shall have general supervision, direction and control of the business and Officers of the Corporation. The President shall determine the general policies and best financial and operating interests of the Corporation, and shall be vested with the authority to determine and further the nonprofit religious purposes of the Corporation. The President shall preside at all meetings of the Board of Directors, shall be ex-officio a member of all the standing committees, including the Executive Committee, and shall have the general powers and duties of management usually vested in the office of President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

In the event of the death or resignation of the President without written designation (actual or deemed) of a successor President, then the Vice-President (if one is so appointed) shall

become President. If there is no Vice-President at such time, then a special committee of the Board of Directors shall recruit a qualified candidate to become President.

The President of the Corporation on the date of adoption of these Bylaws is **Pastor Curtis C. Johnson**.

(b) **Vice President:** The Vice President shall perform the duties and exercise the powers of the President in case of his temporary absence from the office of the Corporation, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors. He shall serve as ex-officio member of the Board of Advisors; however, in the event of serving as President, he shall be a voting member of the Board of Advisors.

(c) **Secretary:** The Secretary shall attend all sessions of the Board held at the office of the Corporation and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for the executive and standing committees when required. He shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by a resolution of the Board. He shall have custody of the seal to all authorized documents requiring the seal. He shall keep the membership rolls of the Corporation, and in general perform the duties usually incident to the office of the Secretary, and such further duties as shall from time to time be prescribed by the Board of Directors or the President.

(d) **Treasurer:** The Treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He shall disburse the funds of the Corporation as may be ordered by the Board and shall render to the President and Directors at the regular meeting of the Board, and whenever they may be required, accounts of all his transactions as Treasurer and of the financial condition of the Corporation. He shall perform the duties usually incident to the office of the Treasurer and such other duties as may be prescribed by the Board of Directors or by the President.

(e) **Delegating Powers to Other Officers:** In case of the absence of any officer of the Corporation, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate his duties and powers for the time being to any other officer, or to any director.

ARTICLE VII. COMMITTEES AND BOARD OF ADVISORS

Section 1. Committees and Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, which committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The President shall appoint the members thereof. The President shall appoint the members thereof. The President thereof may remove any member whenever in his judgment the best interest of the Corporation shall be served by such removal.

Section 3. Board of Advisors. A Board of Advisors may be appointed as set forth below. It shall be the responsibility and privilege of the Board of Advisors to provide counsel to the President and to the Board of Directors. Counsel shall be organizational, financial, legal or other areas wherein the President determines professional counsel is needed and/or desirable. No minimum or maximum number of members of the Board of Advisors shall be established and the appointment of the Board of Advisors and tenure thereon shall be at the pleasure and in the complete discretion of the President.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts or Orders. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, either the Treasurer or the President of the Corporation may sign such instruments.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for any purpose of the Corporation.

ARTICLE IX. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its Board of Directors, committees having and exercising any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Board of Directors members entitled to vote. Any member, or agent may inspect all books and records of the Corporation for any proper purpose at any reasonable time.

ARTICLE X. FISCAL YEAR

The fiscal year of the Corporation shall be **September 30**.

ARTICLE XI. DISSOLUTION

(a) Upon the dissolution of the Corporation, the Board of Directors shall, after the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organization under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Corporation. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Corporation, the Corporation shall not carry on any activity 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 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States revenue law).

ARTICLE XII. SEAL

The Board of Directors shall provide a corporate seal, which is currently in draft form.

ARTICLE XIII. BY-LAWS

Section 1. The Board of Directors of this corporation may provide By-Laws for conduct of its business and the carrying out of its purposes as they deem necessary from time to time.

Section 2. Upon proper notice the By-Laws may be altered, amended or repealed, and new By-laws may be adopted by two-thirds (2/3)-majority vote of the Board of Directors at any regular or special meeting of the Board of Directors. At least fourteen (14) days written advance notice of said meeting shall be given to each member of the Board of Directors.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Elder Curtis C. Johnson, Pastor
2294 Mayport Road, Suite 8
Atlantic Beach, FL 32233

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Mary S. Glover
780 Sabalo Drive
Atlantic Beach, FL 32233

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.

Elder Curtis C Johnson
Signature/Registered Agent

03/16/04
Date

Mary S. Glover
Signature/Incorporator

03/16/04
Date

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2004 MAR 22 P 12:34
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TALLAHASSEE, FLORIDA