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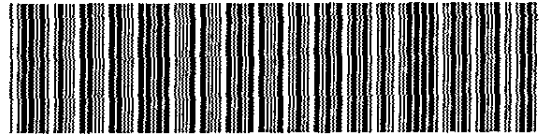
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## TRANSMITTAL LETTER

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

SUBJECT: Thankful Mighty Zion Missionary Baptist 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: DENISE McMAHON  
Name (Printed or typed)

1540 NW 124<sup>th</sup> STREET  
Address

N. MIAMI, FL 33167  
City, State & Zip

(305) 685-3502  
Daytime Telephone number

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

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**ARTICLES OF INCORPORATION**  
**OF**  
**THANKFUL MIGHTY ZION MISSIONARY BAPTIST CHURCH, INC.**  
**A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLES OF INCORPORATION**  
**OF**  
**THANKFUL MIGHTY ZION MISSIONARY BAPTIST CHURCH, INC.**  
**A Florida Not-For-Profit Corporation**

The undersigned, acting as the incorporators of a Corporation pursuant to Chapter 617, Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I: NAME**

The name of the corporation, herein after called "the Corporation" shall be THANKFUL MIGHTY ZION MISSIONARY BAPTIST CHURCH, INC.

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

Principal Place of Business: 759 NW 73<sup>rd</sup> Street  
Miami, Florida 33150-3622

Mailing Address: P.O. Box 510117  
Miami, Florida 33151-0117

The Directors of the Corporation shall have full power and authority to change the principal address from one location to another. The church secretary on these bylaws opposite this section shall record any change of this location, or this section may be amended to state the new location.

**ARTICLE III: DURATION**

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

**ARTICLE IV: PURPOSE**

The Corporation is organized exclusively for religious, educational and cultural purposes and activities for which a not for profit corporation may be organized

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and operated as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue Code. More specifically, the Corporation is organized for religious fellowship to promote the gospel and to promote the brotherhood of man under God, the Father of all. This body shall be governed in an orderly manner consistent with the principles of our faith.

The members of this corporation will fellowship together at least, twice weekly, and with other Churches/Christian organizations as appropriate.

#### **ARTICLE V: POWERS**

A. Pursuant to such purposes, the Corporation may conduct activities on its own behalf and it may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code as restricted herein.

B. As a means incidental to accomplishing its purposes, the Corporation shall have all of those powers granted to such a Corporation by the laws of the State of Florida, including but not limited to the following:

1. To solicit, accept, acquire, receive and hold by bequest, devise, grant gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or descriptions and wherever situated;
2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law;
3. To borrow money but only as authorized by its Board of Directors, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any other purposes of the Corporation and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated;
4. To invest or reinvest its funds in such stocks, bonds debentures, mortgages or other investments of securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
5. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a Corporation organized for

the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (1) a State of Florida not for profit corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, (or the corresponding provisions of any future United States Internal Revenue Law) or by (2) corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to directors, officers or other private individuals, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered without it being deemed to be a distribution of income or principal.

E. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate, or intervene in (including the publishing of statements) any campaign on behalf of any candidate for public office.

## **ARTICLE V: MANNER OF ELECTION**

Directors of the Corporation shall be elected during the annual business meeting by an affirmative vote of the majority of those present or appointed at the discretion of the Pastor.

### **Pastor**

A Pastor shall be chosen and called by the Church whenever a vacancy occurs. The election shall take place at a meeting of which public notice shall be given to the Church on two consecutive services during the Sunday Morning Worship prior to the election. A Pulpit Committee shall be appointed by the Church to seek out a suitable pastor, and their recommendation shall constitute a nomination. The Pulpit Committee shall secure and review the record of the candidate whose private life and public reputation are of the best as laid down by the Scriptures, and invite him to preach before the Church on a given Sunday. If the candidate's record and qualities are satisfactory to the Church, his services may be engaged as a pastor. At least three-fourths of the votes of the active members of the

church shall be in favor of the candidate. The founding pastor shall be replaced only under the following conditions: (1) Resignation (2) Retirement (3) Death. In the event the founding pastor elects to invoke the option of retirement or resignation, the above process will be utilized in the selection of a pastor.

### **Deacons**

The pastor shall appoint the chairman of deacons. Additional deacons will be added by recommendation of the pastor following an extensive course on the Deaconship and the Church.

The following officers/positions shall be recommended by the pastor and elected by the Church:

1. Church Clerk/Secretary
2. Treasurer
3. Financial Secretary
4. Chairman of Ushers
5. Superintendents

### **Corporation Officers**

Corporation officers shall be elected by the Board of Directors as directed by the members of the board.

### **Finance Committee**

The Finance Committee is the Board of Trustees and any other member that the pastor directs to work in that capacity.

## **ARTICLE VI: BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of the directors may be increased from time to time in accordance with the bylaws; but shall never be less than two. Directors shall be elected as provided in the bylaws.

The name and addresses of the initial board of Directors who shall serve until otherwise determined at the first annual meeting of the Board of Directors shall be as follows:

President            Thomas Ramsey  
                         18929 N.W. 45<sup>th</sup> Avenue  
                         Miami, Florida 33055

Secretary           Denise McMahon  
                         1540 N.W. 124<sup>th</sup> Street  
                         North Miami, Florida 33167

Treasurer           Catherine Simmons  
                         45 N.W. 50<sup>th</sup> Street  
                         Miami, Florida 33127

Director             Herman Kimbrough, Sr.  
                         16430 N.W. 22<sup>nd</sup> Avenue  
                         Miami, Florida 33054

Director             Edna Kimbrough  
                         16430 N.W. 22<sup>nd</sup> Avenue  
                         Miami, Florida 33054

#### **ARTICLE VII: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Corporation, all of the assets of the Corporation, after payment of all liabilities of the Corporation shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, by the Board of Directors, exclusively to one or more organizations described in Sections 501(c)(3) and 509(a)(12) of the Internal Revenue Code of 1986, as amended. Any such assets not disposed of by the Board of Directors shall be disposed of by said Circuit Court to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VIII: AMENDMENTS**

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present, provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.



**ARTICLE VIII: INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

Denise McMahon  
1540 N.W. 124<sup>th</sup> Street  
North Miami, Florida 33167

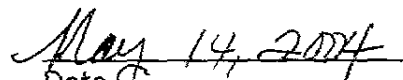
**ARTICLE IX: INCORPORATOR**

The name and address of the Incorporator is:

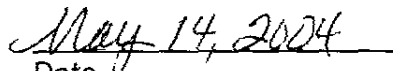
Thomas Ramsey  
18929 N.W. 45<sup>th</sup> Avenue  
Miami, Florida 33055

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

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

  
\_\_\_\_\_  
Date

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