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W04-26881

no. 8/16



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

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FLORIDA DEPARTMENT OF STATE

DIVISION OF CORPORATIONS

100 SOUTH GULF BLVD, SUITE 1000

July 14, 2004

STEVEN G PAUL, CEO  
CLERGYTECH INCORPORATED  
P O BOX 36  
CHESAPEAKE, OH 45619-0036

SUBJECT: APOSTOLIC CHURCH OF TALLAHASSEE, INC.  
Ref. Number: W04000026881

We have received your document for APOSTOLIC CHURCH OF TALLAHASSEE, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$43.75.

In Article IV you state that there shall be three(3) members of the initial board of directors of the corporation. But you did not list the names of the directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filings Section

Letter Number: 204A00044823



FROM THE OFFICES OF  
**STEVEN G. PAUL**  
CEO, SENIOR CONSULTANT

**L. D. COLLINS**  
OPERATIONS MANAGER

**L. L. VARNEY**  
CPA, INTERNAL AUDITOR

June 29, 2004

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

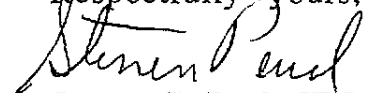
Dear Sir/Madam:

I am pleased to enclose herewith, one executed original and one copy of the Articles of Incorporation for APOSTOLIC CHURCH OF TALLAHASSEE, INC. I have also enclosed a check in the amount of thirty-five dollars (\$35).

Please address any questions or correspondence regarding these Articles of Incorporation to my office. Thank you.

With kindest regards, I remain,

Respectfully yours,

  
Steven G. Paul, CEO  
Senior Consultant

609 THIRD AVENUE  
P.O. BOX 36  
CHESAPEAKE,  
OHIO 45619-0036

TELEPHONE:  
(740) 867-3075

FAX:  
(740) 867-4073

E-MAIL:  
spaul@clergytech.com

WWW.CLERGYTECH.COM

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
OF  
APOSTOLIC CHURCH OF TALLAHASSEE, INC.  
(A Florida Nonprofit Corporation)

The undersigned, acting as an incorporator of a nonprofit Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation.

ARTICLE I  
NAME

The name of this corporation is APOSTOLIC CHURCH OF TALLAHASSEE, INC.  
hereinafter also referred to as the "Corporation."

ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office of the Corporation within the State of Florida shall be located at 228 Gaile Avenue, Tallahassee, Florida 32305.

The Corporation may have such other offices, either within or outside the State of Florida, as the Board of Directors may determine from time to time.

The mailing address of the church shall be at 228 Gaile Avenue, Tallahassee, Florida 32305.

ARTICLE III  
PURPOSES, POWERS AND LIMITATIONS

This corporation is organized and shall have continued existence under the laws of the State of Florida as a non-profit, tax exempt religious organization as described in 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).

A. The specific and primary purposes of this Corporation are:

1. The preaching of the gospel of Jesus Christ through the establishment and maintenance of a local church of the apostolic faith in the Tallahassee, Florida, area.
2. To propagate the gospel and further the cause of the Kingdom of God in the State of Florida, the United States of America and in foreign lands.
3. To promote fellowship and means of cooperation between churches of like faith and doctrine.
4. To promote freedom of worship and liberty of expression within the limits of its own statement of faith and doctrine, among its own ministers and members.
5. To act with charitable and benevolent concern toward the indigent and impoverished through the distribution of food, clothing, and financial aid, as well as to provide short-term shelter and long-term housing to truly needy and deserving individuals and families, as funds and resources are available.
6. To support, establish and maintain Churches and Bible training schools, to inaugurate and maintain charitable institutions, such as homes for the aged, rest homes for ministers and missionaries, orphanages, homes for the indigent and those bound by substance abuse and kindred institutions.
7. To assist working parents in their struggle to lift themselves out of the clutches of poverty by providing high-quality Christ-centered pre-schools, learning centers and child-care services.
8. To maintain such relations with local, state, federal and foreign governments as may be necessary for the successful accomplishment of the purposes of the organization and for the welfare of the church, ministers and members thereof.
9. To receive contributions, to make donations and to dispense charitable contributions through, and otherwise aid and support, those organizations

qualified for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or subsequently amended.

10. To fulfill the Great Commission of Christ by supporting missions, both foreign and domestic, and supporting those performing the work of carrying the gospel as missionaries, both corporations and individuals.

B. The general powers of the Corporation are:

1. To accept, receive, hold, sell, re-invest, and dispose of gifts, donations, devises, and bequests of both real and personal property.
2. To make Bylaws for the government of the Corporation, not inconsistent with the laws of the State of Florida, the United States, other states or foreign countries wherein the Corporation might minister; and to alter, revise and amend the same at will. The Bylaws of this Corporation shall, among other things, provide for:
  - a. A definite and distinct ecclesiastical government,
  - b. Formal code of doctrine and discipline,
  - c. A regular congregation,
  - d. An organization of ordained ministers ministering to the congregation,
  - e. A system of ordaining ministers after completing prescribed courses of study or the equivalent thereof,
  - f. A literature of the church,
  - g. Regular religious services,
  - h. Sunday Schools and seminars for the instruction of young and old,
  - i. Schools for the preparation of its ministers.
3. To purchase, acquire, own, hold, sell, use, mortgage, transfer, pledge, and deed in trust personal or real property; to supervise property of others; to borrow money; to issue bonds, debentures, notes, and other obligations of this Corporation, from time to time for any of the projects or purposes of this Corporation.

4. To buy, lease, rent, or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed in trust, pledge, encumber, transfer on trust, or otherwise dispose of any and all kinds of property, whether real, personal, or mixed, and to receive property by devise or bequest.
5. To borrow money and to contract debts, to issue bonds, notes, and other evidences of indebtedness, and to secure them by any or all of the property of this Church or to issue them unsecured.
6. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose and without limit on amount with any persons, firm, or corporation.
7. To engage such employees as may be necessary to perform the duties involved in carrying on the Corporation's business.
8. To have and to exercise all the powers conferred by Florida law upon nonprofit religious Corporations, as that law is now in effect or may at any time hereafter be amended.

**C. IRREVOCABLE DEDICATION TO CHARITABLE, RELIGIOUS AND EDUCATIONAL PURPOSES.**

This Corporation is organized exclusively for charitable, religious and educational 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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**D. PROHIBITION AGAINST PRIVATE BENEFIT.**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private

individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

#### E. PROHIBITION AGAINST POLITICAL ACTIVITIES.

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

#### F. GENERAL LEGAL LIMITATIONS.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

### ARTICLE IV DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors who shall have a fiduciary responsibility to the church. There shall be three (3) members of the initial Board of Directors of the Corporation. The initial Board of Directors shall hold office until the first Annual Business Meeting for the election of Directors or until the respective successors to such Directors shall be elected and qualified. At the end of their term of office as a Director or in the event of a vacancy on the Board, Directors shall be elected in the manner set forth in the Bylaws of the Corporation. The qualifications, and terms of office, shall be set forth in the Bylaws of the Corporation. The number of Directors may be fixed or changed from time-to-time only by an amendment to the Bylaws of the Corporation but at no time shall the number of Directors be less than three (3).

The names of the individuals who shall serve as the Initial Board of Directors are as follows:

Daniel Huba  
132 S. Springwood Blvd.  
Crawfordville, FL 32305

Mark Huba  
1833 Pepperell Dr.  
New Port Richie, FL 34655

Rodney Pamer  
369 Portsmouth Ave.  
Barberton, OH 44203

## ARTICLE V MEMBERS

The Corporation shall begin its operation with no members and therefore no classes of members.

## ARTICLE VI DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors 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 in such manner or to such 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 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of 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 VII POLICY REGARDING CONFLICTS OF INTEREST

Any Director, Officer, Member, or key employee who has an interest in a contract or other transaction before any board, committee or other voting constituency of the Corporation for authorization, approval, or ratification thereof, shall make a prompt and full disclosure of his interest to board, committee or other voting constituency, prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the board, committee or other voting constituency takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation and whether a quorum was present.

## ARTICLE VIII INITIAL REGISTERED AGENT

The initial registered agent for service of process is Daniel D. Huba, whose mailing address is 228 Gaile Ave, Tallahassee, FL 32305.

ARTICLE IX  
INCORPORATOR

The name and residence address of the subscriber of these Articles of incorporation is Daniel D. Huba, whose mailing address is 228 Gaile Ave, Tallahassee, FL 32305.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of June 2003

Daniel D. Huba

Daniel D. Huba, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Daniel D. Huba

Daniel D. Huba

6-25-03

Date

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TALLAHASSEE, FLORIDA  
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