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HALL AND COUNTY, ALA
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TRANSMITTAL LETTER

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

SUBJECT: URBAN PROPHETIC EXPRESSIONS, INCORPORATED

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for:

\$87.50 for Filing Fee, Certified Copy, and Certificate

FROM: David DeMinck
2931 Westgate Drive
Eustis, Florida 32726
352-357-3269

NON-PROFIT CHARTER
OF
URBAN PROPHETIC EXPRESSIONS, INCORPORATED

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 OCT 20 PM 2:26

ARTICLES OF INCORPORATION
IN ACCORDANCE WITH CHAPTER 617, F.S., (Not for Profit)

Secretary of State, Florida

We, the undersigned, being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of South Carolina, do hereby adopt the following declaration and petition.

ARTICLE I

The name of the corporation is: URBAN PROPHETIC EXPRESSIONS,
INCORPORATED

The corporation is a religious Non-Profit Corporation and the duration of the corporation is perpetual.

ARTICLE II

The principle place of business of the corporation shall be:

Orlando, Florida

The mailing address of the corporation shall be:

2931 Westgate Drive
Eustis, Florida 32726

ARTICLE III

The purposes for which the corporation is organized are: to operate exclusively for religious, charitable, educational and distinct ecclesiastical purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Service Code of 1954, as amended, or any superseding statute thereto, and such purposes shall include the following:

(a) Religious

(b) To conduct a local church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all of the Commandments and provisions as set forth in the Holy Bible, the irrevocable, Word of God.

Pursuant thereto, the following activities and guidelines shall be established:

- (1) A recognized Creed, Code of Doctrine, discipline and form of worship shall be established.
- (2) An ecclesiastical form of government shall be established.
- (3) Ordination of ministers upon completion of the prescribed course of study, designated by this evangelistic ministry.
- (4) An organization of ministers shall be established to minister to the congregation of URBAN PROPHETIC EXPRESSIONS, INCORPORATED.
- (5) Establishment of membership will be based upon acceptance of a recognized creed, belief and support of the church.
- (6) Spread the Word of God through seminars, radio, television, establishment of ministry literature, and other forms of mass media for the purpose of educating the individual in the Word of God.

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- (7) Establishment of various religious services pursuant to the recognized Creed, form of worship, code of doctrine and discipline of the church and religious schools for Christians both young and old.
- (8) Establish a Bible Training School or School of Theology (not considered and accredited educational institution) for the preparation of ministers who will be ministering URBAN PROPHETIC EXPRESSIONS, INCORPORATED.

- (c) Minister the Word of God to the faithful, and all others.
- (d) Promote and encourage, through the ministry of the organization, cooperation with other organizations ministering within the community.
- (e) To acquire and hold such property, either real or personal, for ministry purposes as may be necessary for its membership and the worship of God.

In accordance with and in addition to the powers conferred by the laws of the State of Florida, the Non-profit Corporation shall have the following powers:

- (a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.
- (b) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.
- (c) To acquire, own, lease, mortgage, and dispose of property, both real and personal.

- (d) To conduct and carry on religious services and instruction through the public media, including electronic broadcasting, AM and FM radio, telecasting, satellite, microwave distribution, closed circuit transmission, and cable television.
- (e) To acquire, own and operate such broadcasting and/or telecasting facilities.
- (f) To accept property and donations in trust for religious and charitable purposes.
- (g) To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic and foreign as investments or otherwise, in carrying out any of the purposes of the corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.

ARTICLE IV

The manner in which the directors or trustees of the corporation shall be elected or appointed shall be governed by the provisions of the By-laws of the corporation. The corporation shall be a sovereign body, and the regulation of the internal affairs of the corporation shall be governed by the provisions of the By-laws of the corporation.

URBAN PROPHETIC EXPRESSIONS, INCORPORATED is not organized for pecuniary gain or profit, nor shall it have any power to issue certificates of stock or

declare dividends, and no part of its new earnings shall inure to benefit of any members, directors, trustees, or individuals, except that URBAN PROPHETIC EXPRESSIONS, INCORPORATED shall be authorized and empowered to pay and to be paid a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of URBAN PROPHETIC EXPRESSIONS, INCORPORATED shall be carrying propaganda or otherwise attempting to influence legislation and URBAN PROPHETIC EXPRESSIONS, INCORPORATED shall not participate in or intervene in (including the publishing or distribution of statement) a political campaign.

Notwithstanding any other provisions of these Articles, URBAN PROPHETIC EXPRESSIONS, INCORPORATED shall not carry on any other activities not permitted to be carried on by:

- (a) A corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or,
- (b) A corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).
- (c) In the event of dissolution of this corporation, in the event it shall cease to carry out the objectives and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to such non-profit corporation qualifying as an organization exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or any

superseding statute thereof, and as an organization qualifying as public charity under the provisions of Section 509 (a) (1) of the Internal Revenue Code of 1954, as amended, or any superseding statute thereof, as the directors or trustees of the corporation may select or designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum described, donated, or contributed by such members, or for any other purpose. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principle office of the corporation is located, exclusively for such purposes, or the organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Special provisions authorized or permitted by statute to be contained in the Non-Profit Charter are shown as follows:

This corporation is organized pursuant to the provisions of the FLORIDA Non-Profit Corporation Code. All trustees of the corporation now in good and regular standing, and such other members as the Board of Trustees shall from time to time admit to membership shall be members of this corporation.

The business and property of the corporation shall be managed by a Board of three Directors (Trustees). The present trustees now duly constituted and elected shall constitute the Board of Trustees and they shall hold their offices permanently and so far as may be until other or further election. In the event of the inability of any trustee to act, or in the event of the death of any trustee, the remaining trustees shall elect another trustee or trustees, to fill the vacancy or

vacancies thus created. Each trustee shall be a member in good standing of the corporation. A new trustee shall be elected by a majority vote of the total trustees, excluding the trustee whose position is being filled by vote.

- (a) The trustees in their collective capacity shall be known as the Board of Trustees and under that name shall constitute the governing body, and shall conduct and transact all business of the corporation.
- (b) The trustees shall have power and authority to hold an annual meeting of the Board of Trustees and may likewise hold special meetings as may be determined by the Board of Trustees. The annual meeting, if and when held, shall be held at the offices of the corporation in ORLANDO, FLORIDA on the second Monday of October each year at the hour of 7:00 P.M. of such day, or as soon thereafter in each year as is possible for the trustees to call such meeting; and any special meetings may be held at such time as the trustees may determine, and all meetings shall be held at the offices of the corporation in ORLANDO, FLORIDA.
- (c) The Board of Trustees shall have and is hereby given power and authority to provide for the qualifications and requirements for membership which without doctrinal provision or terminology shall primarily require a belief in the Christian religion and in the salvation of men by grace through faith in the shed blood of Jesus Christ as the only atonement for sin, and in the Trinity of the Godhead and the church as one Spiritual Body made up of all true believers and shall provide the means and manner of admission for

membership, which admission shall be free of charge therefore, and shall likewise provide means for suspension from its membership.

- (d) The Board of Trustees shall have authority and power, which is hereby given, to provide suitable and proper means and religious ceremony and required tests and qualifications for entrance into the ministry of the church, hereby being established and organized and by and through the means as established and administered that any and all applicants may be inducted into the ministry thereby license, commission or full ordination with all church authority possible for any church or ecclesiastical bodies and to include all sacred and sacramental services and to further include the marriage services and together with the sacred services of baptism.
- (e) The Board of Trustees shall have the authority and power, which is hereby given, to establish, institute, operate and maintain any and all such additional departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles as may be deemed appropriate and advisable by said Board of Trustees for the propagation of the Gospel and Christian and religious worship and where within the United States of America and/or in any other country.
- (f) The Board of Trustees of URBAN PROPHETIC EXPRESSIONS, INCORPORATED shall have the power and authority which is hereby given, to negotiate or designate agents to negotiate all of the business transactions, all receipts and all disbursements, for any such additional departments,

associations, institutions, schools, mission stations, programs, and/or all such other vehicles established or instituted by this corporation.

- (g) A majority of the trustees shall constitute a quorum for the transaction by the Board of Trustees of any and all business, in accordance with the laws of the state of Florida.

ARTICLE V

The initial Board of Trustees (Directors) shall be three in number, their names and addresses being as follows:

Trustees' Names	Number	Street	City	State	Zip
David DeMinck	2931	Westgate Dr.	Eusits	Florida	32726
Barry Harmon	1677	Mary Ellen Dr.	Fort Mill	South Carolina	29708
Elizabeth DeMinck	2931	Westgate Dr.	Eusits	Florida	32726

ARTICLE VI

The name and address of the initial registered agent is:

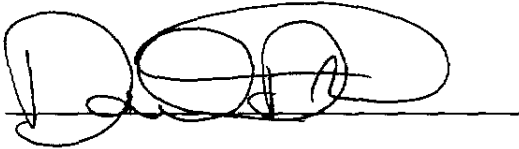
Registered Agent: David DeMinck
Street: 2931 Westgate Drive
City, Zip Code: Eustis, Florida 32726

ARTICLE VII

The name and address of the incorporator is:

Incorporator: David DeMinck
Street: 2931 Westgate Drive
City, Zip Code: Eustis, Florida 32726

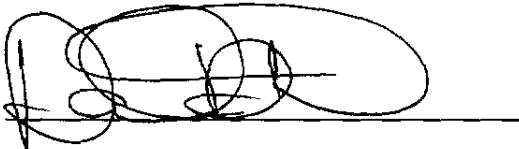
Having been named as registered agent to accept service of for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

10/10/4

Date



Signature/Incorporator

10/10/4

Date

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