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SECRETARY OF STATE  
TALAMON, PAUL

11/17/04  
SA

AMAZING GRACE BIBLE FELLOWSHIP CHURCH  
345 NW 198<sup>th</sup> Street, Miami, FL 33169  
EIN: 20-1846502

**ARTICLES OF INCORPORATION FOR  
AMAZING GRACE CHRISTIAN FELLOWSHIP**  
In Compliance with Chapter 617, F.S., (Not for Profit)

FILED  
04 NOV 12 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Amended Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation shall be Amazing Grace Bible Fellowship Church, Inc. For convenience, the corporation shall be referred to herein as the "Corporation."

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 345 NW 198<sup>th</sup> Street, Miami, FL 33169. The Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

**ARTICLE III - PURPOSES AND POWERS**

**Section 1 - Purpose**

(a) The Corporation is organized and shall be operated exclusively for charitable, religious, and educational purposes, including, among other things, educational purposes related to services to the needy, and the methods and tools used to accomplish same. As a means for the accomplishment

AMAZING GRACE BIBLE FELLOWSHIP CHURCH  
345 NW 198<sup>th</sup> Street, Miami, FL 33169  
EIN: 20-1846502

of the foregoing, it shall be within the purposes of the Corporation to establish and maintain charitable, religious, and educational research activities, agencies, and institutions, and the aid of such activities, agencies, and institutions already established and any other means, persons, or agencies which, from time to time, shall seem expedient to its members or directors or which shall further the purpose of the Corporation.

(b) It shall be within the purposes of the Corporation to receive and maintain a fund or funds or real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, and educational purposes either directly or by contributions to organizations exempt under Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder.

(c) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any 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 member, 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. 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.

AMAZING GRACE BIBLE FELLOWSHIP CHURCH  
345 NW 198<sup>th</sup> Street, Miami, FL 33169  
EIN: 20-1846502

(d) Notwithstanding any other provisions of the 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 under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and the regulations issued thereunder.

(e) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of this Corporation shall be distributed exclusively to charitable, religious, literary, or educational organizations which would qualify for the provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder; and no member, director, officer or private individual shall be entitled to share in the distributions of any assets.

## **Section 2 – Powers**

The Corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, religious, and educational purposes for which the Corporation is organized.

## **ARTICLE IV – MEMBERSHIP**

The members of this Corporation shall consist of those persons who join as subscribers to these Articles of Incorporation, and such other persons as may from time to time be elected and admitted to membership by the Board of Directors of this Corporation in accordance with the provisions of the By-Laws of this Corporation.

AMAZING GRACE BIBLE FELLOWSHIP CHURCH  
345 NW 198<sup>th</sup> Street, Miami, FL 33169  
EIN: 20-1846502

**ARTICLE V – OFFICERS**

The following persons shall constitute the Board of Directors of the Corporation, and they shall hold office in accordance with the Corporation's Bylaws:

<u>NAME</u>	<u>ADDRESSES</u>
Joyce Ellis	345 NW 198 <sup>th</sup> Street Miami, FL 33169
Laurel Taitt	2321 SW 135 <sup>th</sup> Avenue Miramar, FL 33027
Conrad Lloyd	10718 East 84 <sup>th</sup> Street Tulsa, OK 74133

**ARTICLES VI – OFFICERS AND DIRECTORS**

The affairs and property of the Corporation shall be managed by a Board of Directors who shall be appointed by the members of the Corporation as provided in the Bylaws, and by officers who shall be appointed by a President, a Vice-President, a Secretary/ and a Treasurer and such other officers as may be provide for in the Bylaws of the Corporation. Two or more offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of this Corporation shall be provided in the Bylaws.

The number of directors and the manner of filling vacancies in the Board of Directors shall be provided in the Bylaws of the Corporation. The number shall not be less than three or more than fifteen. Directors shall be members of the Corporation.

AMAZING GRACE BIBLE FELLOWSHIP CHURCH  
345 NW 198<sup>th</sup> Street, Miami, FL 33169  
EIN: 20-1846502

#### **ARTICLE VII - BYLAWS**

The initial Bylaws of the Corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Directors of the Corporation present at any meeting of the Directors duly called and convened.

#### **ARTICLE VIII - AMENDMENTS**

The power to alter, amend or repeal the Amended Articles of Incorporation of the Corporation is vested with the Board of Directors. Such action must be taken pursuant to a resolution approved by a majority of the Directors.

#### **ARTICLES IX - EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE XI – INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial Registered Agent is:  
Marcia Griffin, 1670 Newhaven Point Lane, West Palm Beach, Florida 33411.

#### **ARTICLE XII - INCORPORATOR**

The name and address of the Incorporator is:  
Rev. Dr. Joyce T. Ellis, 345 NW 198<sup>th</sup> Street, Miami, FL 33169.

AMAZING GRACE BIBLE FELLOWSHIP CHURCH  
345 NW 198<sup>th</sup> Street, Miami, FL 33169  
EIN: 20-1846502

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed, under the laws of the State of Florida, this 8<sup>th</sup> day of November 2004.

Joyce T. Ellis  
NAME OF PRESIDENT

STATE OF FLORIDA  
COUNTY OF DADE

On this 8<sup>th</sup> day of November, 2004, before me, the undersigned authority, personally appeared, Joyce T. Ellis, known to me to be the person whose name is subscribed to this written instrument, or presented sufficient valid identification, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Yuleisi Estepe  
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



Yuleisi Estepe  
My Commission DD232066  
Expires July 14 2007

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.

[Signature]  
Signature of Registered Agent  
Joyce T. Ellis  
Signature of Incorporator

11/8/04  
Date  
11/8/04  
Date