

N04000010813

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

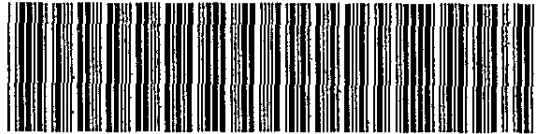
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800042339558

11/12/04--01018--009 \*\*70.00

FILED  
CLERK OF STATE  
FV HM FC OPERATIONS  
04 NOV 12 PM 2:45

## TRANSMITTAL LETTER

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

SUBJECT: Grace Place Community 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: Cheryl Pinette  
Name (Printed or typed)  
8123 Champions Circle # 8-105  
Address  
Champions Gate, FL 33896  
City, State & Zip  
407- 997- 3923  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION AND BYLAWS**  
In Compliance with Chapter 617, F.S., (Not for Profit)

FILED STATE  
SECRETARY OF CORPORATIONS  
04 NOV 12 PM 2:45

**ARTICLE I      NAME**

The name of the corporation shall be:

Grace Place Community Church, Inc. This Corporation will be further referred to in the Bylaws as the "Church"

**ARTICLE II      PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

8123 Champions Circle #8-105, Champions Gate, FL 33896

The Directors of the Church shall have full power and authority to change from one location to another. Any change of location shall be recorded by the Secretary of these bylaws, or this section may be amended to state the new location.

**ARTICLE III      STATEMENT OF BELIEF**

We affirm the Holy Bible as the inspired Word of God, and as the only basis for our beliefs. The Bible tells us that the church is the body of Christ in the world today. The New Testament tells us the church is a local body of baptized believers. The head of the church is Jesus Christ. The biblical purposes of the church are worship, evangelism, fellowship, discipleship and ministry to others. We state those purposes in a process in the Church's Purpose Statement:

**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 their life mission in the world, in order to magnify God's name.**

**ARTICLE IV      PURPOSE**

This corporation is organized for exclusively religious, charitable, and educational purposes, and specifically the following:

The purpose of this church shall be 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.

1.      EVANGELISM/MISSIONS – "To share the good news of Jesus Christ with as many people as possible in our community and throughout the world." (Matthew 28:18-20), Acts 1:8, 2 Peter 3:9)
2.      EDUCATION – "To help members develop toward full Christian maturity and train them for effect ministry. To promote personal, spiritual growth and discipleship through Bible teaching." (Ephesians 4:11-13, Matthew 18:20, Timothy 2:2)

3. WORSHIP - "To participate in public worship services together and to maintain personal daily devotions." (John 4:24)
4. MINISTRY/SERVICE – "To serve unselfishly in Jesus' name, meeting the physical, emotional, and spiritual needs of those in our Church, our community, and the world.: (1 Peter 4:10-11, Matthew 25:34-40, 1 Thessalonians 5:11, Galatians 5:13)
5. FELLOWSHIP – "To encourage, support, and pray for each other as members of the family of God. To share our lives together." (1John 1:7, Acts 2:44-47, Hebrews 10:23-24, Romans 15:5,7, John 13:34-35)

No part of the net earnings of Grace Place Community Church shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that Grace Place Community Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Grace Place Community Church shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future United State Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding provision of any future United State Internal Revenue Law).

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE V            AFFILIATION**

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions, this Church voluntarily affiliates with World Healing Fellowship in its international outreach and local expressions.

## **ARTICLE VI           MEMBERSHIP**

### **SECTION I: General**

Membership in the Church shall consist of all persons who have met the qualifications for membership.

## SECTION II: Qualifications for Membership

1. A personal commitment of faith in Jesus Christ for salvation.
2. Baptism by immersion as a testimony of salvation.
3. Completion of the Church's membership class.
4. A commitment to abide by the membership covenant.

Nothing in this Article VI shall be construed as limiting the right of the Church to refer to persons associated with it as "members." No such reference, however, shall constitute any such person a member within the meaning of Florida Nonprofit Corporation Law. The Church may confer, by amendment of these Bylaws, some or all of the rights of a member as set forth in the Florida Nonprofit Corporation Law upon any such person(s). Reference in the Bylaws to "members" are not references to such associated persons.

## SECTION III: Responsibilities of Membership

The responsibilities of membership are described in the membership covenant.

## SECTION IV: Voting Rights of Membership

Every Active Member shall have the right to vote on the following matters: the annual budget of the Church, the election of the Directors, the disposition of all or substantially all of the assets of the Church, the merger or dissolution of the Church, the acquisition of real property and related indebtedness, amendments to the Articles of Incorporation or Bylaws of the Church. Each member 18 years and older is entitled to one vote. Voting by proxy is prohibited.

## SECTION V: Termination of Membership

Members shall be removed from the Church roll for the following reasons:

1. Death.
2. Transfer of membership to another church.
3. Personal request of the member.
4. Dismissal by the Pastors according to the following conditions
  - a. The member's life and conduct is not in accordance with the membership covenant in such a way that the member hinders the ministry influence of the Church in the community.
  - b. Procedures for the dismissal of a member shall be according to Matthew 18:15-17.

"Pastors" shall mean the Senior Pastor and the ordained pastors of the Pastor's Management Team, such team being determined and appointed by the Senior Pastor in his sole discretion from time to time.

## SECTION VI: Restoration of Members

Members dismissed by the Pastors shall be restored by the Pastors according to the spirit of 2 Corinthians 2: 7-8, when their lifestyles are judged to be in accordance with the membership covenant.

## **ARTICLE VII MEMBERSHIP MEETINGS**

### SECTION I: Place

Meetings of the members shall be held at the principal office of the Church or at such other place(s) within or outside Florida as may be designated from time to time by the Directors.

### SECTION II: General Meetings

A general meeting of the members shall be held in December of each year at such time as determined by the Directors. This general meeting shall be the annual membership meeting. The purpose of this meeting shall be to adopt an annual budget and to elect the Officers. Subject to Section IV of this Article, any other proper business may be conducted at this meeting.

### SECTION III: Special Meetings

The Directors or the Senior Pastor may call special meetings at any time for any purpose by giving notice to the members in accordance with Section IV of this Article.

### SECTION IV: Notice Requirements for Membership Meetings

1. General Requirements: Whenever members are required or permitted to take any action at a meeting, notice shall be given to members no less than two (2) weeks prior to a meeting. Notification of membership meetings shall be given in any of the following manners which shall be deemed to be a reasonable method of calling a membership meeting:
  - a. Distribution of written material to the congregation in attendance at a Sunday service.
  - b. *Announcement of the meeting on the Church website*
  - c. Oral announcement to the congregation at a Sunday service
  - d. Delivery by USPS to each member identified on the membership roll
2. Notice of Certain Agenda Items: Approval by the members of any of the following proposals, other than by unanimous approval by those members entitled to vote, is valid only if the notice or waiver of notice specifies the general nature of the proposal:
  - a. Amending the Articles of Incorporation
  - b. Adopting, amending or repealing Bylaws
  - c. Disposing of all or substantially all of the Church's assets
  - d. Adopting or amending a merger agreement
  - e. Approving the election to wind up and dissolve the Church
  - f. Approving the acquisition of real property and related indebtedness

## SECTION V: Quorum

Those members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business.

## **ARTICLE VIII DIRECTORS**

### SECTION I: Number and Term

The authorized number of Directors shall be, until changed by amendment of the Articles of Incorporation or by a Bylaw duly adopted by the members, such number as may from time to time be authorized by resolution of the Directors, provided that such number shall not be less than three (3), nor more than fifteen (15). The Directors shall consist of the Pastors as defined in Article V, Section VI. Each Director may service successive terms and shall hold office until a successor has been designated and qualified or until earlier resignation or removal.

### SECTION II: Powers

1. General corporate powers. Subject to the provisions and limitations of the Florida Nonprofit Religious Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be exercised by or under the direction of the Directors.
2. Specific powers. Without prejudice to the general powers set forth above, and subject to the same limitations, the Directors shall have the power to:
  - a. Select and remove all officers, agents and employees of the Church except for the Senior Pastor; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and
  - b. Change the principal business office of the Church in the State of Florida from one location to another, and designate any place within or outside the State of Florida for the holding of any meeting or meetings of the Directors; and
  - c. Borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes and other evidences of debt and securities; and
  - d. Exercise all other powers conferred by the Florida Nonprofit Religious Corporation Law or other applicable laws.

## **ARTICLE IX MEETINGS OF THE DIRECTORS**

### SECTION I: Place of Meetings

Regular or special meetings of the Directors may be held at any place within or outside the State of Florida that has been designated from time to time by resolution of the Directors. In the absence of such designation, meetings shall be held at the principal office of the Church. Notwithstanding the above provisions of this section, a regular or special meeting of the Directors may be held at any place consented to in writing by all

the Directors, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such meetings.

## SECTION II: Regular Meetings

Regular meetings of the Directors may be held without notice if the time and place of such meetings are fixed by resolution of the Directors.

## SECTION III: Special Meetings

1. Authority to Call. The Senior Pastor may call for any purpose and at any time special meetings of the Directors.
2. Notice.
  - a. Manner of Giving. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail. (3) by telephone or related communication, either directly to the Director or to a person at the Director's office or home with reason to believe the person will promptly communicate the notice to the Director.
  - b. Time Requirements. Notices sent by first class mail shall be deposited in the US mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or email shall be delivered or given at least 24-hours before the time set for the meeting.
  - c. Notice Contents. The notice shall state the time and place for the meeting. The notice does not need to specify the purpose of the meeting.

## SECTION IV: Quorum

Those Directors present and voting at a meeting duly called and noticed shall constitute a quorum for the transaction of business. Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Directors, subject to the provisions of the Florida Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business.

# **ARTICLE X      OFFICERS**

## SECTION I: Officers

The officers of the Church shall be a Senior Pastor, an Associate Pastor and an Administrative Assistant. The Senior Pastor shall serve as the President of the Church and shall act as the moderator of the Church. The Associate Pastor shall serve as the Vice President of the Church and shall act as the moderator of the Church in the absence of the Senior Pastor. The Administrative Assistant shall serve as both the Secretary and the Treasurer of the Church.

## SECTION II: Election of Officers

Officers of the Church shall be chosen by the Directors, subject to the rights, if any, of an officer under any contract of employment.

#### **SECTION III: Removal of Officers**

The members at any regular or special membership meeting may only remove the Senior Pastor. Subject to the rights, if any, of an officer under any contract of employment, the Directors at any regular or special meeting of the Directors may remove all other officers.

#### **SECTION IV: Vacancies in Offices**

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office. Such vacancies shall be filled as they occur.

### **ARTICLE XI RECORDS AND REPORTS**

The Church shall maintain the following records and reports:

1. Adequate and correct books and records of accounts (financial records); and
2. Written minutes of the proceedings of its members and Directors; and
3. A record of the members of the Church, setting forth the members' names and addresses; and
4. Contribution statements for contributors.

All such records shall be kept at the Church's principal office.

### **ARTICLE XII CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Florida Nonprofit Corporation Law shall govern the construction of these Bylaws.

### **ARTICLE XIII AMENDMENTS TO THE BYLAWS**

These Bylaws or any provision of them may be altered, amended, or repealed, and new Bylaws may be adopted by vote of two-thirds of the members present at any special or regular membership meeting at which a quorum is present.

### **ARTICLE XIV INITIAL DIRECTORS**

List names, addresses:

Rick Pinette  
8123 Champions Circle #8-105  
Champions Gate, FL 33896

Cheryl Pinette, Secretary/Treasurer

8123 Champions Circle #8-105  
Champions Gate, FL 33896

Forrest Felstead  
8123 Champions Circle #8-108  
Champions Gate, FL 33896

**ARTICLE XV INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

Cheryl Pinette  
8123 Champions Circle #8-105  
Champions Gate, FL 33896

**ARTICLE XVI INCORPORATOR**

The name and address of the Incorporator is:

Cheryl Pinette  
8123 Champions Circle #8-105  
Champions Gate, FL 33896

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 NOV 12 PM 2:45

.....  
*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.*

Cheryl Pinette  
Signature/Registered Agent

11-1-04  
Date

Cheryl Pinette  
Signature/Incorporator

11-1-04  
Date