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FLORIDA NON-PROFIT CORPORATION

GOODEN GOSPEL MINISTRIES, INC.

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**ARTICLES OF INCORPORATION
OF
GOODEN GOSPEL MINISTRIES, INC.**

The undersigned acting as the incorporator of a not-for-profit corporation under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation.

ARTICLE I: NAME

The name of the Corporation shall be **GOODEN GOSPEL MINISTRIES, INC.**, herein after referred to as "Corporation."

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is
151 SW 135 TERRACE
#T302
PEMBROKE PINES, FL 33027

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ARTICLE III: DURATION

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

ARTICLE IV: PURPOSES

The corporation is organized to market and promote gospel artists and bring churches together to enhance their businesses. In carrying out the broad purposes, the corporation will by necessity and by choice, acquire real property. Said property to be utilized in connection with, religious, charitable, educational and scientific activities. The corporation will be empowered to raise funds for utilization in carrying out the above objects as allowed by the Constitution and Bylaws of the organization, to receive gifts and grants of money and property of every kind, and to administer the same for religious, charitable, educational and scientific purposes within the meaning of 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V: RESTRICTIONS ON ACTIVITIES

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part 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. Notwithstanding any other provision of this document, the organization 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 (b) by an organization, contribution to which are deductible under section 170 (c) (20 of the Internal Revenue Code.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 151 SW 135 Terrace #T302 Pembroke Pines, FL 33027 and Herbert Fabio is the registered agent of the Corporation at that address.

ARTICLE VII: BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is three (4) and names and addresses of those people who are to serve as initial directors are:

NAME:
Douglas Gooden
President

ADDRESS:
151 SW 135 Terrace
#T302
Pembroke Pines, FL 33027

Enid Calvin
Secretary

151 SW 135 Terrace
#T302
Pembroke Pines, FL 33027

Sandra O'Reggio
Treasurer

176-15 NW 62nd Place
Miami, FL 33015

Suzette Nicely
Trustee

3718 Bronxwood Ave
Bronx, NY 10469

The number of directors may be increased from time to time by an amendment to the bylaws; however there shall never be less than three directors. All directors shall be selected as provided by the bylaws.

ARTICLE VIII: AMENDMENTS

These Articles of Incorporations 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 as provided by the bylaws.

ARTICLE IX: DISTRIBUTION OF ASSETS UPON DISSOLUTION

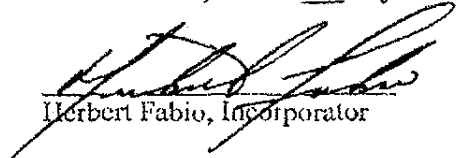
Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X: INCORPORATOR

The incorporator of the Corporation is as follows:

HERBERT FABIO
P.O. 162509
Miami, Fl 33116

IN WITNES WHEREOF, I have hereunto set my hand and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, on the ___ day of February, 2005.


Herbert Fabio, Incorporator

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I agree to comply with the provisions of statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent


Herbert Fabio, Registered

2/1/05
Date