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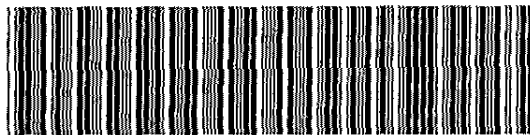
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WPC

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Kings Bay Presbyterian  
Church

- ☒ Art of Inc. File\_\_\_\_\_
- \_\_\_\_ LTD Partnership File\_\_\_\_\_
- \_\_\_\_ Foreign Corp. File\_\_\_\_\_
- \_\_\_\_ L.C. File\_\_\_\_\_
- \_\_\_\_ Fictitious Name File\_\_\_\_\_
- \_\_\_\_ Trade/Service Mark\_\_\_\_\_
- \_\_\_\_ Merger File\_\_\_\_\_
- \_\_\_\_ Art. of Amend. File\_\_\_\_\_
- \_\_\_\_ RA Resignation\_\_\_\_\_
- \_\_\_\_ Dissolution / Withdrawal\_\_\_\_\_
- \_\_\_\_ Annual Report / Reinstatement\_\_\_\_\_
- ☒ Cert. Copy\_\_\_\_\_
- \_\_\_\_ Photo Copy\_\_\_\_\_
- \_\_\_\_ Certificate of Good Standing\_\_\_\_\_
- \_\_\_\_ Certificate of Status\_\_\_\_\_
- \_\_\_\_ Certificate of Fictitious Name\_\_\_\_\_
- \_\_\_\_ Corp Record Search\_\_\_\_\_
- \_\_\_\_ Officer Search\_\_\_\_\_
- \_\_\_\_ Fictitious Search\_\_\_\_\_
- \_\_\_\_ Fictitious Owner Search\_\_\_\_\_
- \_\_\_\_ Vehicle Search\_\_\_\_\_
- \_\_\_\_ Driving Record\_\_\_\_\_
- \_\_\_\_ UCC 1 or 3 File\_\_\_\_\_
- \_\_\_\_ UCC 11 Search\_\_\_\_\_
- \_\_\_\_ UCC 11 Retrieval\_\_\_\_\_
- \_\_\_\_ Courier

Signature \_\_\_\_\_

Requested by \_\_\_\_\_

Name \_\_\_\_\_

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Time \_\_\_\_\_

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*SW* 5/16

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
KING'S BAY PRESBYTERIAN CHURCH, INC.  
A FLORIDA CORPORATION NOT-FOR-PROFIT**

**ARTICLE I. NAME**

The name of the corporation is KING'S BAY PRESBYTERIAN CHURCH, INC., and the corporation may adopt such trade names as it desires. It will normally refer to itself as KING'S BAY CHURCH, INC and will register that fictitious name with the Secretary of State of Florida.

**ARTICLE II. AUTHORITY**

The corporation is organized pursuant to the provisions of the Chapter 617, the Florida Not for Profit Corporation Act. The form of church government is presbyterian. The governing body is therein provided. The Board of Directors provided by these Articles of Incorporation shall perform all corporate powers necessary and as required by the laws of the State of Florida provided they are not in conflict with the Holy Scripture. King's Bay Church, as a body of believers, recognizes the sovereignty of God and the Lordship of Jesus Christ in all things. The Church shall be governed according to the tenets of the faith contained in the Holy Scriptures, being the Old and New Testaments of the Holy Bible, as articulated in the the doctrines of the historic Reformed Faith, expressed in the Westminster Standards, The Three forms of Unity, and the writings of John Calvin, Ulrich Zwingli, Martin Luther, Augustine, Jonathan Edwards, Charles and A.A. Hodge, Francis Turretin, John Gill, Charles Spurgeon and other such men of like historic convictions. The Church recognizes God's ordination of the civil authority and the legitimate laws in support thereof. The Church shall uphold the laws of the civil authority provided said laws are not in conflict with the Holy Scriptures.

**ARTICLE III. PURPOSES**

The corporation is organized exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and such purposes shall include, but not be limited to, the following:

1. To be a Bible believing, Christ centered church whose purpose is to glorify God through worship, fellowship, and evangelism from a Reformed perspective.
2. To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of (and to do every other act or thing incidental to, pertinent to, growing out of or connected with) the purposes, objects or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by law upon a nonprofit corporation organized under the laws of the State of Florida; and, in general, to carry on any activities and to do any of the things herein set forth to the same extent as a natural person or partnership might or could do; provided that nothing

herein set forth shall be construed as authorizing the corporation to possess any purpose, object or power to do any act or thing forbidden by law to a nonprofit corporation organized under the laws of the State of Florida.

#### ARTICLE IV. DURATION

The corporation shall have perpetual duration unless it departs from the historic Reformed Faith as stated herein.

#### ARTICLE V. RESTRICTIONS

##### Section 1. No Private Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the corporation 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 Article III hereof. The corporation shall not have capital stock or shareholders.

##### Section 2. No Substantial Lobbying

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

##### Section 3. No Political Campaigning

The corporation 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. This does not in any way preclude preaching and teaching any point of the Word of God that may have political implications.

#### ARTICLE VI. DIRECTORS

##### Section 1. Number

Directors for the corporation shall be known as "Directors." The Board of Directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

##### Section 2. Powers

The Board of Directors shall manage the civil activities and affairs of the corporation and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the buying, selling and mortgaging of property for the church, the acquiring and conveying of title to such property, the holding and defending of title to the same, the managing of any permanent special funds entrusted to them for the furtherance of the purposes of the church, provided that such duties do not infringe upon the powers and duties of the Session or of the Board of Deacons. In buying, selling, and mortgaging real property, the Directors shall act solely under the authority of a corporation, granted in a duly constituted meeting of the corporation. The Board of Directors shall have the power to adopt and amend the Bylaws by a majority vote, in any way not inconsistent with the Holy Scriptures, these Articles of Incorporation, the laws of the State of Florida, or the laws of the United States (except where in conflict with the Holy Scriptures).

Section 3. Election, Qualifications, and Term

The method of election, the qualifications, and the term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Officers

The Board of Directors may elect such officers as the Bylaws may specify who shall have such titles and exercise such duties as the Bylaws may provide.

Section 5. Members

Members of the board shall be members of the session of King's Bay Church with the possible exception of one who must be a communicate member appointed by the session.

Section 6. Initial Directors

The initial Board of Directors shall consist of three (3) members

Section 7. Upon Particularization

Initial Directors and their addresses are set forth below. Upon particularization of King's Bay Church, if the initial Directors are not voted in as elders, they must resign as Directors effective on the election of elders as directors who shall serve as specified in the Bylaws. The names and addresses of the persons who are to serve as initial Directors are:

Scott P Seidler  
13205 Fernwood Place  
Panama City, FL 32407

Ronald W. Davis  
221 S. Clare Dr  
Panama City, FL 32401

Joseph K. O'Lear  
2000 Gail Court  
Panama City, FL 32405

**ARTICLE VII. MEMBERSHIP**

Members shall be those persons who have qualified and been admitted into the communicant membership of the church according to the requirements and provisions of The Book of Church order of the Presbyterian Church in America and the Session of the King's Bay Church. Members of the corporation shall be those persons who have qualified and been admitted into the communicate membership of the church according to the bylaws who are at least 18 years of age. Each member shall be entitled to one vote each. The voting member must be bodily present at the corporate meeting. The only votes that members shall make are for election of Directors and for such items as permitted or required by the Bylaws.

## ARTICLE VIII. POWERS

### Section 1. General

The corporation shall have all the rights and powers customary and proper for tax-exempt, nonprofit corporations, including the powers specifically enumerated in Section 617.0302 and 617.0303 of the Florida Statutes.

### Section 2. Restrictions

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

## ARTICLE IX. DISSOLUTION

### Section 1. Dissolution

Dissolution must first be approved by two-thirds vote of the Session of King's Bay Church at a special meeting called for that purpose with appropriate notice given in writing stating the purpose of the meeting. Upon such approval by the Session, the membership of King's Bay Church must then approve such dissolution by three quarters vote at a specially called meeting pursuant to proper notice. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation by two-thirds vote only after the required approval by the Session and the membership of King's Bay Church. Dissolution shall be required if it departs from the historic Reformed Faith as defined herein.

### Section 2. Liquidation

Upon dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, including a severance package for all the full time ministers as stipulated in the bylaws, and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article III hereof in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), who are committed to the historic Reformed Faith as defined herein, as the Board of Directors shall determine.

### Section 3. Contingent Provision

If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none, the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine as long as it is committed to the historic Reformed Faith as defined herein.

## ARTICLE X. INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

### Section 1. Office

The initial principal office and mailing address of the corporation shall be:  
13205 Fernwood Place  
Panama City Beach, FL 32407

### Section 2. Agent

The initial registered agent of the corporation at such address shall be the Secretary of the corporation.

Joseph K. O'Lear

## ARTICLE XI. REGISTERED OFFICE AND AGENT

### Section 1. Office

The initial registered office of the corporation shall be:  
2000 Gail Court  
Panama City, FL 32405

### Section 2. Agent

The initial registered agent of the corporation at such address shall be the Secretary of the corporation.

Joseph K. O'Lear

## ARTICLE XII. INCORPORATORS

The incorporators and their addresses are as follows:

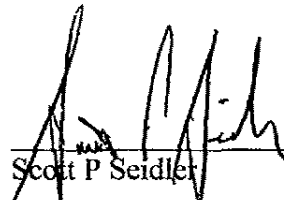
Scott P Seidler  
13205 Fernwood Place  
Panama City, FL 32407


Ronald W. Davis  
221 S. Clare Dr  
Panama City, FL 32401

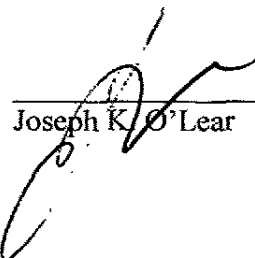
Joseph K. O'Lear  
2000 Gail Court  
Panama City, FL 32405

The undersigned incorporators have executed these Articles of Incorporation this 11<sup>th</sup> day of May, 2005.

Signature(s) of the Incorporator(s)

  
\_\_\_\_\_  
Scott P. Seidler

  
\_\_\_\_\_  
Ronald W. Davis

  
\_\_\_\_\_  
Joseph K. O'Lear



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: KING'S BAY PRESBYTERIAN CHURCH, INC.
2. The name and address of the registered agent and office is:

Joseph K. O'Lear  
2000 Gail Court  
Panama City, FL 32405

**ACCEPTANCE OF REGISTERED AGENT**

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.

\_\_\_\_\_  
Joseph K. O'Lear

\_\_\_\_\_  
Date

5/11/05

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