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05 AUG 22 AM 7:36
DEPT. OF REVENUE

W05-37420

B. McKnight AUG 23 2005

Law Offices of
Patrick M. Magill

1234 East Concord Street
Orlando, Florida 32803

(407) 228-9855
Facsimile: (407) 228-9877
Email: magillaw@cfl.rr.com

August 4, 2005

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: Articles of Incorporation for
Avalon Presbyterian Church, Inc.

Ladies and Gentlemen:

I enclose the original Articles of Incorporation for the above named not-for-profit corporation.

Please file these as soon as possible and return to me the Certificate of filing. I enclose my check in the amount of \$70.00 for the filing of these Articles.

Thank you for your cooperation and assistance in this matter.

Very truly yours,


Patrick M. Magill

PMM:rtm

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 9, 2005

PATRICK M MAGILL
1234 EAST CONCORD STREET
ORLANDO, FL 32803

SUBJECT: AVALON PRESBYTERIAN CHURCH, INC.
Ref. Number: W05000037420

We have received your document for AVALON PRESBYTERIAN CHURCH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 305A00050984

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CLERK OF SUPERIOR COURT
DIVISION OF CORPORATIONS
05 AUG 22 AM 7:36

ARTICLES OF INCORPORATION OF
AVALON PRESBYTERIAN CHURCH, INC.
A NONPROFIT CORPORATION

ARTICLE I. NAME

The name of the corporation is AVALON PRESBYTERIAN CHURCH, INC., and the corporation may adopt such trade names as it desires.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to provisions of Chapter 617, Florida Statutes. The form of church government is provided for by *The Book of Church Order* of the Presbyterian Church in America. The government body is therein provided, i.e., the Session. The Board of Trustees provided by these Articles of Incorporation shall perform all corporate powers necessary and as required by the laws of the State of Florida. Unless otherwise required by the laws of the State of Florida (provided they are not in conflict with the Holy Scripture or doctrine), any conflict between these Articles of Incorporation and *The Book of Church Order* of the Presbyterian Church in America shall be resolved in favor of *The Book of Church Order* of the Presbyterian Church in America. Avalon Presbyterian Church, as a body of believers recognizes only 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, and according to the doctrines of the Church contained in the Constitution of the Presbyterian Church in America. 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 or doctrine of the Church contained in the Constitution as shall be determined by the Church.

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 growing Christian fellowship glorifying God in worship, nurturing people in a Biblical faith, and spreading the gospel of Jesus Christ throughout our community and into the world; and
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 not-for-profit 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 not-for-profit corporation organized under the laws of the State of Florida.

ARTICLE IV. DURATION

The corporation shall have perpetual duration.

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 trustees, 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.

ARTICLE VI. TRUSTEES

Section 1. Number. Directors for the corporation shall be known as "Trustees". The Board of Trustees shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the incorporation as amended from time to time.

Section 2. Powers. The Board of Trustees shall manage the civil activities and affairs of the corporation, and shall have all rights and powers of a board of directors under the laws of the State of Florida and 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 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 Trustees shall act solely under the authority of a corporation, granted in duly constituted meeting of the corporation. The Board of Trustees shall have the power to adopt and amend the Bylaws by a majority vote, in any way not inconsistent with the Holy Scriptures, *The Book of Church Order* of Presbyterian Church in America, these Articles of Incorporation, or the laws of the State of Florida and the laws of the United States (except where in conflict with the Holy Scriptures or doctrine).

Section 3. Election, Qualifications, and Term. The method of election, the qualifications, and the term of each member of the Board of Trustees shall be as established in the Bylaws.

Section 4. Officers. The Board of Trustees may elect such officers as the Bylaws may specify, who shall have such titles and exercises such duties as the Bylaws may provide.

Section 5. Initial Trustees. The initial Board of Trustees shall consist of Three (3) members. The names and addresses of the persons who are to serve as Trustees until the first annual election of Trustees, or for such other periods as may be specified in the Bylaws are:

David C. Netzorg
6403 Orange Cove Drive
Orlando, Florida 32819

Claudio Manubens
6235 South. Hampshire Court
Windermere, Florida 34786

Charles Cromar
960 Savanna Drive
Kissimmee, Florida 34746

ARTICLE VII. MEMBERSHIP

The corporation shall have one class of members. Members shall be those persons who have qualified and been admitted into the 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 Avalon Presbyterian Church. Members shall be entitled to one vote each. The only votes that members shall make are for election of Trustees and for such items permitted or required by *The Book of Church Order* of the Presbyterian Church in America or 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 Florida General Corporations Act.

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 Avalon Presbyterian 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 Avalon Presbyterian Church must then approve such dissolution by majority vote at a specially called meeting pursuant to proper notice. The Board of Trustees 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 Avalon Presbyterian Church.

Section 2. Liquidation. Upon dissolution of the corporation, the Board of Trustees shall pay or make provision for the payment of all liabilities of the corporation, 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 as an exempt organization or organizations under Section 501 (c)(3) of the International Revenue Code (or the corresponding provision of any future United States internal revenue law), as the Board of Trustees 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 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 Section 501(c)(3), as said court shall determine.

ARTICLE X. INITIAL OFFICE AND AGENT

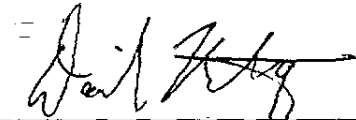
Section 1. Office. The initial Principal office of the corporation shall be 6403 Orange Cove Drive, Orlando, Florida 32819.

Section 2. Registered Office and Registered Agent. The initial registered office of the corporation shall be 1234 East Concord Street, Orlando, Orange County, Florida 32803. The initial registered agent of the corporation at such address shall be Patrick M. Magill, Esquire.

ARTICLE XI INCORPORATORS

The names and addresses of the incorporators, who are citizens of the United States, are David Netzorg, 6403 Orange Cove Drive, Orlando, Florida 32819; Claudio Manubens, 6235 South Hampshire Court, Windermere, Florida, 34786; and Charles Cromar, 960 Savanna Drive, Kissimmee, Florida, 34746.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, pursuant to the Florida General Corporations Act, this 3rd day of August, 2005.



DAVID NETZORG, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared DAVID NETZORG, who produced Florida Driver's License as identification, who deposed and said that he is the person described as an Incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

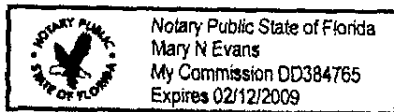
WITNESS my hand and seal this 3rd day of August, 2005.



NOTARY PUBLIC

My Commission Number is: DD384765

My Commission expires: 02/12/2009



CLAUDIO MANUBENS, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared CLAUDIO MANUBENS, who produced Florida Driver's License as identification, who deposed and said that he is the person described as an Incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

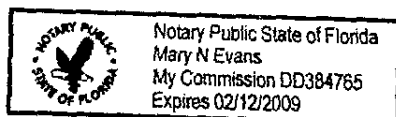
WITNESS my hand and seal this 3rd day of August, 2005.



NOTARY PUBLIC

My Commission Number is: DD384765

My Commission expires: 02/12/2009



Charles R Cromar
CHARLES CROMAR, Incorporator

**STATE OF FLORIDA
COUNTY OF ORANGE**

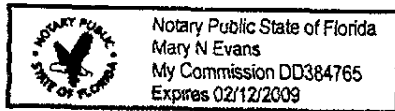
BEFORE ME, the undersigned authority, personally appeared CHARLES CROMAR, who produced Florida Driver's License as identification, who deposed and said that he is the person described as an Incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal this 4th day of August, 2005.

Mary N. Evans
NOTARY PUBLIC

My Commission Number is: DD384765

My Commission expires: 02/12/2009



ACCEPTANCE BY REGISTERED AGENT

I, PATRICK M. MAGILL, agree to accept the designation of Registered Agent for AVALON PRESBYTERIAN CHURCH, INC.; and as such Registered Agent, I agree to accept Service of Process and to comply with all other requirements of Florida Statute, Chapter 617 which apply to my capacity as Registered Agent.

DATED this 4th day of August, 2005.


PATRICK M. MAGILL, Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared PATRICK M. MAGILL, who produced Fl. Driver License as identification, who depose and said that he is the person described as the Registered Agent in and who executed the foregoing Acceptance by Registered Agent for the purposes therein expressed.

WITNESS my hand and seal this 4th day of August, 2005.


NOTARY PUBLIC

My Commission Number is:
My Commission expires:



Laura B. Gaston
My Commission DD287346
Expires March 29, 2008

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