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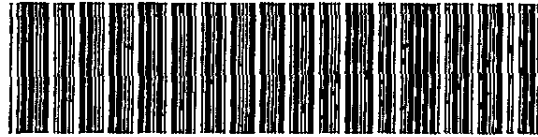
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch AUG 30 2005

## TRANSMITTAL LETTER

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

SUBJECT: GRACE FELLOWSHIP APOSTOLIC 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: CLARENCE LASCELLES MITCHELL  
Name (Printed or typed)

13285 OPAL LANE  
Address

WELLINGTON, FL 33414  
City, State & Zip

561-793-7979  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**for**  
**GRACE FELLOWSHIP APOSTOLIC CHURCH, INC.**

**Preamble**

The undersigned, desiring to form a religious corporation under chapter 617, Florida Statutes, have and do adopt the following Articles of Incorporation:

**ARTICLE I : NAME, PURPOSE, LOCATION and TIME OF EXISTENCE**

1. The name of the shall be "Grace Fellowship Apostolic Church, Inc."

The corporation is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that also qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. The corporation's specific purpose and plan of operation shall be to establish Grace Fellowship Apostolic Churches in each of the 50 domestic jurisdictions and in foreign countries for the carrying on of charitable, educational and evangelistic work; to buy, manage, own and hold real and personal property necessary and proper for the carrying out of said purposes to be accomplished under rules and regulations in a constitution and By-Laws to be adopted by a General Assembly, hereafter provided for; said Constitution and By-Laws to be in harmony with these articles of Incorporation and the laws of the state of Florida.

This Corporation shall be without Capital Stock and will not be operated for profit.

The principal place of business of this Corporation shall be located at:  
13285 OPAL LANE , WELLINGTON, FL 33414

This Corporation shall exist in perpetuity.

**ARTICLE II : MEMBERSHIP**

Any person, persons, or church congregations may qualify as members of this Corporation, subject however to such rules, regulations and restrictions as shall be provided for by the General Assembly of this Corporation through its Constitution and By-Laws.

**ARTICLE III : OFFICERS AND GOVERNMENT**

The officers of this Corporation shall consist of a Board of Directors, consisting of three (3) or more members of unequal number, shall have charge of the spiritual and temporal affairs of the Corporation; and the qualifications, duties and manner of election of said Board of Directors shall be fixed and determined by the Constitution and By-Laws of this Corporation.

There shall be a Board of Trustees, consisting of three (3) members which shall have all the powers provided by law for trustees of religious corporations. It shall have power to buy, own, control and manage all personal and real property of the Corporation and by and with consent of the General Assembly under rules and regulations provided for in the Constitution and By-Laws, dispose of and sell said personal and real property.

There shall be a General Assembly consisting of the Board of Directors, elected officers as such are provided for in the Constitution and By-Laws, ministers and missionaries of the Grace Fellowship Apostolic Church, and duly qualified delegates representing local congregations.

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TALLAHASSEE, FLORIDA

It shall be the function and duty of the General Assembly to suggest, make and amend rules and regulations for the transaction of business of the Corporation and the government thereof. Said General Assembly shall meet in an Annual Convocation. Special meetings of the General Assembly may be called in a manner and form provided for in the Constitution and By-Laws.

#### **ARTICLE IV : DIVISION and AMENDMENTS**

4. In event a division shall occur within this Corporation, the personal and real property of this Corporation shall belong to that portion thereof which adheres to the doctrine and precepts of the Grace Fellowship Apostolic Church. The Articles of this Corporation may be amended in a manner and form provided for in the Constitution and By-Laws.

#### **ARTICLE V : LIMITATIONS**

At all times the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to the benefit of or any member of the corporation not qualifying as exempt under Section 501(c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of 1986 as now enacted or hereunder amended, or exercise any powers that are not in furtherance of the purposes of the corporation.
4. The corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any person the payment of a loan by an officer or director of this corporation.

#### **ARTICLE VI : DIRECTORS/MEMBERS**

The manner of election of Directors, their terms of office and other provisions will be duly set forth in the Bylaws of the corporation.

The corporation may have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's by-laws.

No member or Director shall have any right, title, or interest in or to any property of the corporation.

## **ARTICLE VII : NAMES OF DIRECTORS**

The corporation shall have three (3) directors. The initial directors' names and addresses shall be:

CLARENCE L. MITCHELL,  
13285 OPAL LANE  
WELINGTON, FL 33414

MAUDELIN D. BRYSON  
170 HEATHERWOOD DRIVE  
ROYAL PALM BEACH, FL 33411

BEVERLY J. HYMAN  
17851 90<sup>TH</sup> STREET NORTH  
LOXAHATCHEE, FL 33470

## **ARTICLE VIII : DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

## **ARTICLE IX : DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **ARTICLE X : REGISTERED AGENT**

The Registered Agent for the corporation is:

CLARENCE LASCELLES MITCHELL  
13285 OPAL LANE  
WELLINGTON, FL 33414

## **ARTICLE XI : INCORPORATOR**

The names and addresses of the incorporators of this corporation are:

Clarence Lascelles Mitchell, 13285 Opal Lane, Wellington, FL 33414

Donald Douglas A Bryson, 170 Heatherwood Drive, Royal Palm Beach, FL 33411

Beverly Joan Hyman, 17851 90<sup>TH</sup> Street North, Loxahatchee, FL 33470

In witness whereof, we have hereunto subscribed our names this 16<sup>th</sup> day of  
August, 2005.

Clarence L. Mitchell  
Incorporator

[Signature]  
Incorporator

[Signature]  
Incorporator

[Signature]  
Incorporator

The undersigned, being the registered agent listed in these Articles of Incorporation hereby accepts the position as such and agrees to act in such capacity. The undersigned further represents that he is familiar with the obligations of the position and agrees to comply with them.

Clarence L. Mitchell  
Registered Agent