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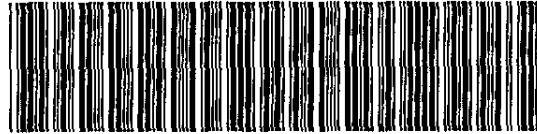
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 26 2005

COVER LETTER

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

SUBJECT: Coral Springs Church of SDA, 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: Christopher N. Biggs
Name (Printed or typed)
2825 SW 117 Avenue
Address
Davie, FL 33330
City, State & Zip
(954) 609-1057
Daytime Telephone number

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TALLAHASSEE, FLORIDA

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

Original

Articles of Incorporation

Of

Coral Springs Church of SDA, Inc.

In Compliance with Chapter 617, Florida Statutes (Not for Profit)

Article I

1.1 **Name**. The name of the corporation shall be Coral Springs Church of SDA, Inc. ("CSC").

1.2 **Perpetual Existence**. CSC shall exist perpetually unless and until dissolved according to law. Corporate existence of CSC shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

Article II Principal Office

The principal place of business and mailing address of CSC shall be:

4970 SW 52nd Street
Suite 307
Davie, Florida 33314

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Article III The Church

3.1 **Church**. For purposes of these Articles of Incorporation, "Church" will be defined as follows: The Coral Springs Church of Seventh Day Adventists, whose normal Sabbath worship services are held at 1901 Coral Ridge Drive, Coral Springs, Florida 33071 (formerly the First Baptist Church of Coral Springs) and whose current pastor is Harold Zapata.

3.2 **Florida Conference of Seventh Day Adventists**. The Church is an unincorporated association, governed by its elected officials, and is a member of the Florida Conference of Seventh Day Adventist Churches whose offices are located at 655 North Wynmore Road, (Post Office Box Number 2626), Winter Park, Florida 32789-1715.

Article IV Purpose

4.1 **Mission Statement.** CSC will be affiliated with the Church and is organized for the purpose of engaging in not for profit charitable activities and businesses permitted under the laws of the state of Florida. The adopted Mission Statement of CSC is:

***Joyfully** we will lift our hearts in songs of praise, preparing our souls for worship. **Faithfully** we will empower our youth for discipleship in Christ, equipping them with skills for dynamic leadership. **Willingly** we will embrace the guidance of the Holy Spirit, filling us with life-transforming power to serve. **Consistently** we will adopt new members into the life of our Church family involving them in meaningful service. **Actively** we will be sensitive and responsible to the needs of the community, attracting new souls by revealing Christ's love.*

4.2 **Not for Profit.** No part of the net earnings of CSC shall inure to the benefit of, or be distributable to its members, officers, directors or other private persons; except that CSC shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the following purposes. CSC is formed for the purposes of conducting a church and advancing, publicizing and advocating those Christian ideals associated therewith. CSC shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as may be expressly set forth in these Articles or the bylaws of CSC. CSC shall have the power and authority to perform any and all lawful acts permitted to be done by these Articles and the bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of its duties or powers.

4.3 **Compliance with Internal Revenue Code Section 501(c)(3).** The purposes for which CSC is organized are exclusively religious, charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code"). Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization (i) exempt from Federal Income Tax under Section 501(c)(3) of the Code, or (ii) contributions to which are deductible under Section 170(c)(2) of the Code. Without limiting the generality of the foregoing, no substantial part of the activities of CSC shall be the carrying on of propaganda or otherwise attempting to influence legislation, and CSC shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Article V Manner of Election

5.1 **Members of CSC.** A member in good standing of the Church shall be a Member of CSC (a "Member").

5.2 **One Vote per Member.** Each Member shall be entitled to exercise one vote on all matters which, pursuant to the By-Laws of CSC, are required to be submitted to and considered by Members as a whole.

5.3 **Board of Directors.** The manner in which the directors are elected or appointed is as follows. The directors of CSC shall be elected by the Members after a duly appointed nominating committee has proposed and the Church has approved in business session not more than 15 directors nor less than seven directors. The Pastor of the Church shall serve as the Chairman of the Board of Directors. The nomination committee will report to the Church no later than December 1st of each calendar year and the Church will vote in business session not later than the last Sabbath in the month of December. The directors will assume office as of January 1st of the next year and will serve for a period of two years unless removed for cause. The officers of CSC will be elected by the board of directors in their first meeting of their term and will consist of a president, vice-president, treasurer, and secretary.

5.4 **Must be Members.** All officers and directors of CSC must be Members.

5.5 **By-Laws.** The By-Laws of CSC shall be adopted by the Board of Directors and may be altered or rescinded in the manner provided by the By-Laws.

Article VI Initial Directors and Officers

6.1 **Initial Officers.** The initial officers of CSC are as follows:

President - Lenford Thomas (Head Elder of the Church)

Vice-President - Beverly Biggs (Assistant Head Elder of the Church)

Treasurer - Gary King (member in good standing of the Church)

Secretary - Evelyn McCarty (member in good standing of the Church)

6.2 **Chairman.** The Chairman of the Board is Pastor Harold Zapata (the Pastor of the Church).

6.3 **Initial Directors.** The initial directors of CSC are to be all the members of the existing Church board of directors including: all serving elders, the Head Deacon, the Minister of Music, the Pathfinder Director and all other presently serving Church board members (the "Board").

Article VII Indemnification of Directors and Officers

7.1 **Reference to Florida Statutes.** Terms used in the Article VI shall have the meanings ascribed to them in Florida Statutes Sections 607.0850 and 617.0831.

7.2 **Indemnification.** Except as may otherwise be provided herein, CSC shall, to the fullest extent authorized or permitted by the Florida Statutes, other than Florida Statute 607.0850(7), indemnify any officer, director, employee or agent (Indemnified Person or "IP") who was or is a party to any proceeding against CSC. (a) In the case of any proceeding other than an action by or in the right of CSC, indemnification will be for liability incurred in connection with such proceeding including any appeal thereof. (b) In the case of any proceeding by or in the right of CSC, indemnification shall be for expenses and amounts paid in settlement not exceeding, in the judgment of the Board, the estimated expense of litigating the proceeding to conclusion. CSC shall not, under this Section 7.2 or Section 7.4, indemnify any IP if a judgment, settlement or other final adjudication establishes that the acts constituted:

7.21 A violation of the criminal law, unless the IP had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; or

7.22 A transaction from which the IP derived an improper personal benefit, either directly or indirectly.

7.3 **Other Avenues Available.** Notwithstanding the failure of CSC to provide indemnification due to a failure to satisfy the conditions of Section 7.2 and its subsections of this Article VII and despite any contrary determination of the Board, an IP of CSC who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

7.31 The IP is entitled to mandatory indemnification pursuant to Florida Statutes Section 607.0850(3), in which case the court shall also order CSC to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or

7.32 The IP is entitled to indemnification or advancement of expenses, or both, by virtue of CSC's exercise of its authority pursuant to Sections 7.3 and its subsections and Section 7.4. It is the express intention and desire of CSC to avoid any obligation to indemnify or advance expenses to any IP if: (a) the IP is not entitled to mandatory indemnification pursuant to Section 7.31 of this Article VII; or (b) CSC has not otherwise agreed to indemnify or advance expenses to such IP pursuant to this Section 7.32. CSC does not recognize and will not permit any IP's application for

indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the IP is entitled to mandatory indemnification or advancement of expenses, or both, or that the IP is entitled to indemnification or advancement of expenses, or both, by virtue of CSC's exercise of its authority pursuant to Section 7.4 of this Article VII.

7.4 Indemnification Permitted. Section 7.2 and its subsections shall not be construed to mean that indemnification by CSC is not permitted. Subject nevertheless to the limitations of Section 7.2 and its subsections, CSC may, in its sole discretion, make any other or further indemnification or advancement of expenses to any IP under any by-law or agreement of disinterested directors.

7.5 Indemnification Procedure. Any indemnification under this Article VII shall be made by CSC only as authorized in a specific case upon a determination that indemnification of the IP is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article VII. Such determination shall be made by the Board, by a majority vote of a quorum consisting of members of the Board who were not parties to the proceeding in question.

7.6 Difference in Treatment of Officers and Directors versus Employees and Agents. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by CSC in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if he or she is ultimately found not to be entitled to indemnification by CSC pursuant to this Article VII. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board, from time to time, may deem appropriate, but which terms will require, at a minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by CSC pursuant to this Article VII.

Article VIII Amendments

8.1 Resolution Required. For an amendment to be made to these Articles of Incorporation, the Board is required to adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

8.2 Notice. Within the time and in the manner provided in the By-Laws for giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such meeting.

8.3 **Vote**. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving a majority affirmative vote.

8.4 **Multiple Amendments**. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

8.5 **Signed Written Statements Tantamount to a Vote**. If a majority of the Members entitled to vote, as provided above, sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though the requirements set forth in Sections 8.1 through 8.4 had been satisfied.

8.6 **Action without Board of Directors**. The Members may amend these Articles of Incorporation without an act of the Board of Directors at a meeting for which notice of the changes to be made are given.

8.7 **Limitations**. No amendment of these Articles of Incorporation shall make any changes in the qualifications for Members or the voting rights of Members without the unanimous approval in writing by all Members.

8.8 **Filing**. A copy of each amendment shall be filed with and certified by the Secretary of State of the State of Florida.

Article IX Initial Registered Agent and Street Address

Christopher N. Biggs
2825 SW 117 Avenue
Davie, Florida 33330

Article X Incorporator

Christopher N. Biggs
2825 SW 117 Avenue
Davie, Florida 33330

Article XI Dissolution and Winding Up

11.1 **Voluntary Dissolution.** Voluntary dissolution of CSC shall take place only if, at a regularly scheduled business meeting of CSC, a 90% super majority of all Officers and Directors, whether in attendance or not, vote for dissolution.

11.2 **Articles of Incorporation Govern during Winding Up Process.** In the event of the dissolution of CSC, the business affairs of CSC shall continue to be governed by these Articles during the winding up of CSC's business and affairs.

11.3 **Liquidation and Distribution of Assets.** Upon the dissolution of CSC, the President, working with the other officers of CSC, shall proceed with the liquidation of CSC and distribution and sale of its assets. The proceeds of such liquidation shall be applied and distributed in the following order of priority:

11.31 To the payment of the debts and liabilities of CSC (other than any loans or advances that may have been made by the Officers or Directors to CSC) and expenses of liquidation, including the setting up of any reserves which the President may deem reasonably necessary in order to meet any contingent or unforeseen liabilities or obligations of CSC arising out of, or in connection with, the business of CSC, which reserves shall be paid over by the President to any financial institution, as escrow agent, with trust authority in the county in which the principal accounting records of CSC have been maintained in order to be held by it for the purpose of disbursing such reserves in payment of any aforementioned contingencies or liabilities; and at the expiration of such period as the President shall deem advisable, the financial institution shall distribute the balance remaining in the manner and order provided below; then

11.32 The balance, if any, to the payment of any loans or advances made to or for the benefit of CSC by an Officer or Director; then

11.33 The balance, if any, is to be distributed exclusively for exempt purposes, as that term is defined in the Internal Revenue Code of 1986 as amended, such as charitable, religious, educational and/or scientific purposes.

11.4 **Filing.** When all of the acts provided for in this Article IX have been accomplished, the President shall file such articles of dissolution and any other certificate required by law.

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.



Christopher N. Biggs, Registered Agent

9/12/05
Date



Christopher N Biggs, Incorporator

9/12/05
Date

Action by Incorporator to Appoint Directors

The undersigned, being the incorporator of Coral Springs Church of SDA, Inc., a Florida not for profit corporation ("CSC"), hereby adopts the following resolution pursuant to Florida Statute 617.0205:

RESOLVED, that the following individuals shall be and hereby are elected Director of CSC:

<u>Name</u>	<u>Address</u>
Lenford Thomas Director and President	6845 Landings Drive Lauderhill, FL. 33319
Beverly F. Biggs Director and Vice-Pres,	2825 SW 117 Avenue Davie, FL 33330
Gary King Director and Treasurer	8586 NW 2 nd Street Coral Springs, FL 33071
Evelyn McCarty Director and Secretary	2626 SW 14 th Avenue Ft, Lauderdale, FL. 33316

IN WITNESS WHEREOF, the following incorporator does hereby execute this action on this 12th day of September, 2005.



Christopher N. Biggs, Incorporator

9/12/05
(sub)

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TALLAHASSEE, FLORIDA