

N05000011321

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

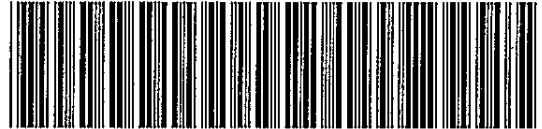
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800061200368

11/07/05 - 01048--010 \*\*70.00

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 NOV - 7 PM 4:52

MRS  
11/7

**• ADORNO & YOSS**  
A LIMITED LIABILITY PARTNERSHIP

350 EAST LAS OLAS BOULEVARD, SUITE 1700  
FORT LAUDERDALE, FLORIDA 33301  
TELEPHONE (954) 763-1200  
FACSIMILE (954) 766-7800  
WWW.ADORNO.COM

DOUGLAS H. REYNOLDS  
BOARD CERTIFIED  
BUSINESS LITIGATION

E-MAIL: [dhr@adorno.com](mailto:dhr@adorno.com)

November 4, 2005

VIA UNITED PARCEL SERVICE  
TRACKING NUMBER 1Z R4W 023 01 9578 6752

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: ***Source Medical, Inc. – Incorporation***  
Our file number 212007.0001

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and Acceptance of Registered Agent for Meadow Park Church of Parkland, Inc. I have also provided an additional copy of each document together with our check in the sum of \$70.00, representing the following:

Filing Fee	\$35.00
Registered Agent Designation	<u>\$35.00</u>
<b>TOTAL:</b>	<b>\$70.00</b>

Please process the above-referenced incorporation and provide a stamped copy to our office, utilizing the self addressed, stamped envelope provided for your convenience.

Thank you for your consideration.

Sincerely yours,



DOUGLAS H. REYNOLDS

DHR\lsb  
enclosures  
cc(w\enclosures)  
Rev. Jeffrey Beebe

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05 NOV -7 PM 4:52

**ARTICLES OF INCORPORATION  
OF  
MEADOW PARK CHURCH OF PARKLAND, INC.**

The undersigned, acting as Incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation.

**ARTICLE I. NAME.** The name of this Corporation shall be Meadow Park Church of Parkland, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II. DURATION.** The Corporation shall have perpetual existence.

**ARTICLE III. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS.** The principal place of business and the mailing address of this Corporation shall be:

12230 N.W. 71<sup>st</sup> Street  
Parkland, Florida 33076

**ARTICLE IV. MISSION AND PURPOSE.** The Corporation is an instrument of our Lord's will organized exclusively for religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code"), for making distributions which exclusively benefit or carry out the religious and charitable purposes of the Corporation

The Corporation acknowledges its allegiance to the Protestant Episcopal Church in the United States of America, also known as the Episcopal Church ("Episcopal Church") and to the Diocese of Southeast Florida, Inc. (the "Diocese"). The Corporation submits to the authority of the General Convention of the Episcopal Church and the Convention of the Diocese. The Corporation accedes to, and recognizes and accepts the Doctrine, Discipline and Form of

Worship of the Church and the Constitution and Canons of the Episcopal Church and the Diocese, as may hereafter be amended from time to time. No person who shall disclaim or refuse conformity to the above mentioned authority, shall be or become or continue a member of this Corporation, or vote for, or be appointed or elected, a warden, vestry member, rector, minister, or other officer thereof, or hold or exercise any office or function whatever in connection with this Corporation or its property, or have any right or interest in or control thereof. In the event of any conflict or inconsistency between the Corporation's Articles of Incorporation and the Constitution and Canons of the Episcopal Church or of the Diocese, as said Constitution(s) or Canons may hereafter be amended from time to time, the Constitution(s) and Canons shall control and govern. The mission and purpose of the Corporation, as set out in Article IV hereof, may not be altered or deleted without the written consent of the Bishop, the Executive Board and the Standing Committee of the Diocese. Further, any attempt to amend the Corporation's Articles of Incorporation or Bylaws which would result in a conflict or inconsistency with the Constitution(s) and Canons of the Episcopal Church or of the Diocese, shall be of no force and effect.

The purpose or purposes for which the corporation is formed are as follows:

- (a) The promotion of the Christian religion through the preaching of the Word of God, the administration of the sacraments, ordinances, and other means of grace, the maintenance of worship, the edification of believers, the evangelization of the world, and the promotion of the missionary and benevolence causes.

- (b) Receiving, holding, and distributing gifts, bequests, and funds arising from all sources.
- (c) Acquiring, owning, and maintaining real estate, buildings, and other property real or personal, incidental, necessary, or proper to carry out said objects as authorized by the Diocese.
- (d) Doing of any and all things necessary or incident to the accomplishment of such purposes.
- (e) All of the above shall be in accordance with the Doctrines, Laws, Constitution and Canons of the Diocese, the Constitution and Canons of the Episcopal church, and ministerial appointments of the Diocese and the Episcopal Church.

All real and personal property held by, or for the benefit of, the Corporation shall be held in trust for the Diocese and the Episcopal Church. The existence of this trust, however, shall in no way limit the power and authority of the Corporation otherwise existing over such property so long as the Corporation remains a part of, and subject to, the Episcopal Church and the Diocese and their respective Constitutions and Canons.

The Corporation shall have the power to solicit, receive and acquire by gift, grant, purchase, devise, bequest or otherwise, as may be lawful, money and real and personal property of any kind and to hold, accumulate, invest, encumber or dispose of such property or the income derived therefrom for the furtherance of the above stated objectives.

**ARTICLE V. BOARD OF DIRECTORS.** The management of the affairs of the Corporation shall be vested in a Board of Directors ("Vestry"), except as otherwise provided in the Constitution and Canons of the Diocese of Southeast Florida and of the Episcopal Church of the United States as amended or modified from time to time. The Corporation shall have no less than five Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than eight (8) or more than twelve (12). The election of Directors and their terms of office shall be determined according to the Constitution and Canons of the Diocese.

**ARTICLE VI. OFFICERS.**

**Section 1.** The officers of the Corporation shall include a President/Rector/Priest-in-Charge, Vice-President/Senior Warden, a Vice-President/Junior Warden, Treasurer, Secretary and other officers as designated in the Bylaws.

**Section 2.** The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

**ARTICLE VII. BYLAWS.** The initial Bylaws of the Corporation shall be as established by the Directors of Meadow Park Church of Parkland with approval of the Bishop and Executive Board of the Diocese. The Board shall have the power to alter, amend or repeal the Bylaws from time to time in force and adopt new Bylaws with the approval of the Bishop and the Executive Board of the Diocese. The Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with law, the Canons and

Constitutions of the Diocese and the Episcopal Church or these Articles of Incorporation, as the same may from time to time be amended. However, no Bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any Director or officer of this Corporation any proprietary interest in this Corporation's property or assets, whether during the term of the Corporation's existence or as an incident to its dissolution.

**ARTICLE VIII. LIMITATIONS ON ACTIVITIES.**

**Section 1.** No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or officers of the Corporation or any other private individual. This prohibition shall not apply to compensation for the Rector or Priest-in-Charge, as authorized by the Board of Directors, nor shall it preclude authorized reimbursement for any expenses incurred for the Corporation by any Director, officer, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors. Provided, further, that no Director or officer of the Corporation, or any other private individual shall be entitled to share in any distribution of any of the assets of the Corporation on dissolution of the Corporation or otherwise.

**Section 2.** No substantial part of the activities of the Corporation consists of carrying on propaganda, or otherwise attempting to influence legislation. 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. No part of the assets of the Corporation

shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private individual or to any organization if a substantial part of its activities consists of carrying on propaganda or otherwise attempting to influence legislation.

**Section 3.** Notwithstanding any other provision of these Articles, the Corporation will not engage in any activities not permitted by (a) a corporation exempt from Federal income tax under Section 501 (c) (3) of the Code or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code, or the corresponding provision of any future United States Internal Revenue law.

**Section 4.** The Corporation shall have no shareholders, shall not have or issue shares of stock, and no dividends shall be paid. The members of the Corporation shall mean the membership of the Corporation and shall be composed of such persons (ministerial and lay) as from time to time shall be defined in accordance with the Canons of the Diocese and the Episcopal Church and such members thereof shall have only such voting and other rights as now exists or may hereafter be granted by the Canons and Constitutions of the Diocese and the Episcopal Church.

**ARTICLE IX. TRANSACTIONS RELATING TO REAL PROPERTY.** The Corporation shall not encumber, sell, alienate, transfer or convey real property except as provided by the Canons of the Diocese, as amended or modified from time to time.



**ARTICLE X. INITIAL REGISTERED AGENT AND STREET ADDRESS.** The Registered Office of the Corporation shall be located at 350 East Las Olas Boulevard, Suite 1700, Fort Lauderdale, Florida 33301. The initial Registered Agent shall be Douglas H. Reynolds. The Registered Agent's address is 350 East Las Olas Boulevard, Suite 1700, Fort Lauderdale, Florida 33301.

**ARTICLE XI. DISSOLUTION.**

**Section 1.** Upon the dissolution of the Corporation, the last Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets to the Diocese or, if it is not then such an organization, to the Episcopal Church, and if it is not there such an organization or organizations organized for charitable purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501 (c) (3) and 170 (c) (2) of the Code.

**Section 2.** Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

No part of the assets of the Corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or to any organization if a substantial part

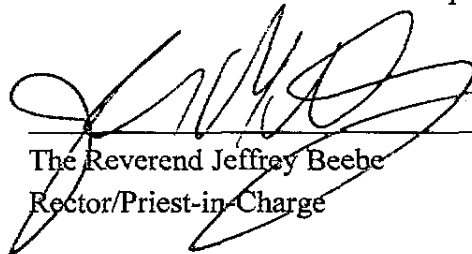
of its activities consists of carrying on propaganda or otherwise attempting to influence legislation.

**ARTICLE XII. AMENDMENT OF ARTICLES.** These Articles of Incorporation may be amended by a majority vote of the Directors then in office and ratified by a majority of the members of the Church; provided, however that the Bishop and Executive Board and Standing Committee of the Diocese shall have first given their written consent to such amendment..

**ARTICLE XIII. INCORPORATORS.** The names and street addresses of the Incorporator to these Articles of Incorporation is:

1. Rev. Jeffrey Beebe  
12230 N.W. 71<sup>st</sup> Street  
Parkland, Florida 33076

The undersigned Incorporators have executed these Articles of Incorporation this 31<sup>st</sup> day of October 2005.

  
The Reverend Jeffrey Beebe  
Rector/Priest-in-Charge

**ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent of Meadow Park Church of Parkland, Inc., a Florida Not-for-Profit Corporation, at the designated Registered Office, the undersigned hereby

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 NOV -7 PM 4:52

accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. Furthermore, the undersigned understands the requirements of Section 48.091 and recognizes his duty to comply with such provision.

Douglas Reynolds  
Registered Agent

Douglas H. Reynolds  
Print Name

Pursuant to the provisions of Diocesan Canon XX, Section 6, the foregoing Articles of Incorporation of the Meadow Park Church of Parkland, Inc. are hereby approved.

[Signature]  
The Right Reverend Leo Frade  
Bishop of the Diocese of Southeast Florida

THE EXECUTIVE BOARD OF THE DIOCESE  
OF SOUTHEAST FLORIDA

By: [Signature]  
Dated: \_\_\_\_\_

THE STANDING COMMITTEE OF THE DIOCESE  
OF SOUTHEAST FLORIDA

By: [Signature]  
Dated: \_\_\_\_\_