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TALLAHASSEE, FLORIDA  
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TALLAHASSEE, FLORIDA

CS.12-22



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 771306 81040A

AUTHORIZATION :

COST LIMIT : \$ PPD

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ORDER DATE : December 21, 2005

ORDER TIME : 12:14 PM

ORDER NO. : 771306-005

CUSTOMER NO: 81040A  
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DOMESTIC FILING

NAME: UNITED FREEWILL CHURCH, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**UNITED FREEWILL CHURCH, INC.**  
**A Florida Corporation Not For Profit**

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05 DEC 21 PM 12:23  
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TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE 1. Name.** The name of the Corporation is UNITED FREEWILL CHURCH, INC.

**ARTICLE 2. Principal Place of Business.** The principal place of business of the Corporation is 2739 Drewery Lane, Jay, Florida 32565, and the mailing address for the business is the same.

**ARTICLE 3. Not For Profit.** The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**ARTICLE 4. Duration.** The duration of the Corporation is perpetual.

**ARTICLE 5. Purposes.** The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To be a New Testament church to bring lost souls to our Lord Jesus Christ, to provide a place of worship for its members and other believers and for other religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE 6. Limitation.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees, Directors, Officers, or other private person, 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 5 (Purposes) hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

**ARTICLE 7. Members.** The Members of the Corporation shall be the initial members named in this Article and those persons who are hereafter admitted to membership in the manner provided by the Bylaws. Unless otherwise provided by the Bylaws, all members shall be Voting Members and shall have all the rights and privileges of members of the Corporation. The name and address of each initial member, each of whom shall be a Voting Member, are as follows:

<u>Name</u>	<u>Address</u>
Mary Williams	2739 Drewery Lane Jay, Florida 32565
Sharon Hawthorne	4799 Neal Jones Road Jay, Florida 32565
James Hawthorne	4799 Neal Jones Road Jay, Florida 32565
Paul McMellon	2351 Dunsford Road Jay, Florida 32565
Priscilla McMellon	2351 Dunsford Road Jay, Florida 32565
Carol Hall	2361 Camors Road Jay, Florida 32565
Don Dean	3399 Farish Road Jay, Florida 32565

Robert Howell	2920 Bud Diamond Road Jay, Florida 32565
Andy Magdalany	5885 Central School Road Milton, Florida 32570
Sonya Dean	3399 Farish Road Jay, Florida 32565
Diane Howell	2920 Bud Diamond Road Jay, Florida 32565
Jerry Hall	2361 Camors Road Jay, Florida 32565
Tom Carr	4741 Neal Jones Road Jay, Florida 32565
Joe Shivers	1863 J. Lowry Road Jay, Florida 32565

**ARTICLE 8. Initial Registered Office and Agent.** The street address of the initial Registered Office of the Corporation is 2739 Drewery Lane, Jay, Florida 32565, and the name of its initial Registered Agent at that address is Mary Williams.

**ARTICLE 9. Initial Board of Directors.** The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is four. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members of the Corporation shall elect the remaining Directors at an annual meeting of members. The Bylaws may provide for the Board of Directors to serve staggered terms of more than one (1) year. Otherwise, Directors shall serve for a term of one (1) year. Unless otherwise provided by the Bylaws, the officers of the Corporation provided by Article 10 shall be the Directors of the Corporation. The name and address of each initial Director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Paul McMellon	2351 Dunsford Road Jay, Florida 32565
Don Dean	3399 Farish Road

	Jay, Florida 32565
Robert Howell	2920 Bud Diamond Road Jay, Florida 32565
Andy Magdalany	5885 Central School Road Milton, Florida 32570

**ARTICLE 10. Officers.** The Officers of the Corporation shall consist of a President, a Vice-President, a Clerk/Secretary and a Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be a member of the Board of Directors and shall be elected by the Voting Members of the Corporation at the annual meeting of Members.

**ARTICLE 11. Incorporator.** The name and address of the Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Paul McMellon	2351 Dunsford Road Jay, Florida 32565

**ARTICLE 12. Indemnification.** The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

**ARTICLE 13. Bylaws.** The Bylaws of the Corporation are to be made and adopted by the Members of the Corporation, and may be altered, amended or rescinded by such Members, at the annual meeting, or at any special meeting called for that purpose, pursuant to notice of the meeting and of the content of the Bylaw, or amendment thereto, to be considered, given in writing or verbally at a regular meeting or worship service of the Corporation, at least one (1) week prior to such meeting. The provisions of Section 607.081, Florida Statutes (1987), as amended from time to time, shall govern the Bylaws.

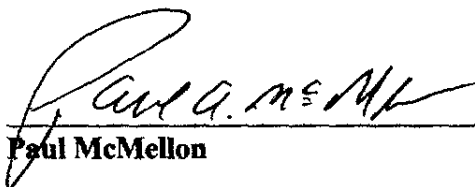
**ARTICLE 14. Amendment.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. Such amendment or repeal shall require the affirmative vote of two-thirds (2/3) of the Members of the congregation present at an annual meeting, or at a special meeting duly called for that purpose pursuant to notice of the meeting and of the content of the amendment or repeal given in writing or verbally at a regular meeting or worship service of the Corporation, at least one (1) week prior to such meeting.

**ARTICLE 15. Non-stock Basis.** The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not

have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

**ARTICLE 16. Dissolution.** Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government for public purpose. Unless otherwise directed by the Board of Directors, the assets of the Corporation upon dissolution shall be distributed to another New Testament church which is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 16<sup>th</sup> day of December, 2005.

  
\_\_\_\_\_  
Paul McMellon

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

BEFORE ME personally appeared **Paul McMellon**, to me well known and known to me to be the person described in and he executed the forgoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 16<sup>TH</sup> day of December, 2005.

**ANGELA WHITE**  
Notary Public-State of FL  
Comm. Exp: May 5, 2009  
Comm. No: DD 415138

  
\_\_\_\_\_  
NOTARY PUBLIC -STATE OF FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

THE UNDERSIGNED HEREBY accepts the appointment as Registered Agent of United Freewill Church, Inc. which is contained in the foregoing Articles of Incorporation and agrees to

perform the duties imposed upon her by Section 617.0503, Florida Statutes.

DATED this 16<sup>th</sup> day of December, 2005.

*Mary Williams*  
\_\_\_\_\_  
Mary Williams

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