

NO600000/123

New Hope in the Last Christian

Fellowship Inc.

PO Box 1466

Middleburg Fla 32050



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**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

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We, the undersigned, desiring to become incorporated adopt the following Articles of Incorporation:

**EFFECTIVE DATE**  
3/1/06

**ARTICLE I**  
**NAME OF CORPORATION**

The name of this corporation is New Hope for the Lost Christian Fellowship Inc. Date of Incorporation is March 1, 2006.

**ARTICLE II**  
**PRINCIPLE OFFICE**

The location shall be in the City of Middleburg, County of Clay, State of Florida. The *street address* shall be 2714 Burroughs Road, Middleburg, Florida 32068. The *mailing address* is P.O. Box 1466, Middleburg, Florida 32050.

**ARTICLE III**  
**PURPOSE**

This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

**ARTICLE IV**  
**MANNER OF ELECTION**

The management of the affairs of the Corporation shall be vested in a Board of Directors of such number and constituted in such manner and for terms of such length and number as shall be set forth in the Bylaws of the Corporation.

**ARTICLE V**  
**INITIAL DIRECTORS AND/OR OFFICERS**

The ecclesiastical government of the church shall be conducted in accordance with the Constitution and Bylaws adopted by ~~New Hope for the Lost Christian Fellowship~~ Board of Directors. The Board of Director's are the following:

Pastor Bessie Suggs (*Initial Registering Agent*)  
2733 Burroughs Road  
Middleburg, Florida 32068  
904-282-1481

Co Pastor Terry Suggs (*Incorporator*)  
2692 Foreman Circle  
Middleburg, Florida 32068  
904-291-8286

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Robin Suggs (Trustee)  
2692 Foreman Circle  
Middleburg, Florida 32068  
904-291-8286

Rose Garner (Secretary)  
P.O. Box 32  
Middleburg, Florida 32050  
904-282-5205

Thomas Addison (Trustee)  
2880 Cassidy Lane  
Middleburg, Florida 32068  
904-291-2653

## **ARTICLE VI**

### **PROPERTY**

#### **A. Manner In Which Held.**

All real and personal property shall be held exclusively in furtherance of the purposes of this church.

#### **B. In The Event Of Dissolution.**

In the event of the disbanding of this church and the dissolution of the corporation, the church's remaining assets, if any, after the payment of its debts and expenses, shall be conveyed as the board of director's may propose and as the affirmative vote of a majority of the members shall determine, subject to each of the following.

1. The board of directors shall consult in formulating its proposal for property distribution.
2. The vote of the members shall be in accordance with the provisions of paragraph B of Article VII of these Articles of Incorporation; and
3. All remaining assets must be distributed only to one or more organizations, which qualify as exempt organizations under Section 501(c)(3) of the Code.

## **ARTICLE VII**

### **POWERS OF THE BOARD AND MEMBERSHIP VOTING REQUIREMENTS**

A. Except as provided under paragraphs (b) through (d) of this Article VII of these Articles of Incorporation, the board of directors shall have the authority to bargain, sell, convey, mortgage, lease, or release any real estate belonging to the church; to erect and repair church buildings, parsonages, schoolhouses and other buildings for the direct and legitimate use of the church; and to fix the salary of anyone in its employment.

B. No purchase, sale or conveyance, mortgage, lease, or fixing of salaries shall occur under paragraph (a) of this Article VII of these Articles of Incorporation unless the affirmative vote of a majority of the members of the church shall be first obtained at a meeting of the members present and entitled to vote. This meeting shall be specially called for that purpose by notice given for two successive Sundays at the usual place of meeting.

C. In the event of schism, the provisions of Article VI, D shall control the disposition of any real or personal property, and this Article VII shall not be effective.

D. No sale, mortgage, or conveyance shall be made of any gift, grant, donation, conveyance, or bequest, which would be inconsistent with the express terms or plain intent of the grant, donation, gift, conveyance, or bequest.

## **ARTICLE VIII**

### **AMENDMENTS**

The board of directors may at any time, by the affirmative vote of two-thirds of the directors, adopt amendments to these Articles of Incorporation. Before any such amendment shall become effective, the directors shall obtain an affirmative vote of at least two-thirds of the members of the church, present and entitled to vote at a meeting specially called for that purpose, of which notice has first been given as provided for under paragraph B of Article VII of these Articles of Incorporation.

## **ARTICLE IX**

### **LIMITED LIABILITY FOR DIRECTORS**

A volunteer director of the corporation shall not be personally liable to the corporation or its members for monetary damages for a breach of the volunteer director's fiduciary duty, except for liability or any of the following:

- A. A breach of the volunteer director's duty of loyalty to the corporation or its members;
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- D. A transaction from which the volunteer director derived an improper personal benefit;
- E. An act or omission occurring before the date this document is filed; or
- F. An act or omission that is grossly negligent.

For purposes of this Article IX, "volunteer director" means a director who does not receive anything of value from the corporation for serving as a director other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a director in his or her capacity as a director.

## **ARTICLE X**

### **LIMITED LIABILITY FOR NONDIRECTOR VOLUNTEERS**

The corporation shall assume the liability for all acts or omissions of a nondirector volunteer of the corporation (a "nondirector volunteer") occurring on or after the effective date of this Article if all of the following are met:

- A. The nondirector volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
- B. The nondirector volunteer was acting in good faith.
- C. The nondirector volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
- D. The nondirector volunteer's conduct was not an intentional tort.
- E. The nondirector volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed.

For purposes of this Article X, a "nondirector volunteer" means an individual, other than a volunteer director, performing services for a nonprofit corporation who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

## **ARTICLE XI**

### **TERM**

The term of this corporation is perpetual.

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Saturday, January 21, 2006 7:19 PM

Tammy Currence 662-290-0692

P.07

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.

Signature/Registered Agent Date pastor Bessie m Suegs 1/23/06

Signature/Incorporator Date Terry Suegs 1/23/06

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