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FLORIDA PROFIT/NON PROFIT CORPORATION

FIRST PRESBYTERIAN CHURCH, ASSOCIATE REFORMED SYNOD,

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**ARTICLES OF INCORPORATION
OF
FIRST PRESBYTERIAN CHURCH, ASSOCIATE REFORMED SYNOD,
LAKE WALES, FLORIDA, FOUNDATION, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under Chapter 617 of the laws of the State of Florida, applicable to corporations not for profit, under the following proposed charter:

ARTICLE I

The name of the corporation shall be **FIRST PRESBYTERIAN CHURCH, ASSOCIATE REFORMED SYNOD, LAKE WALES, FLORIDA, FOUNDATION, INC.**, and the principal office shall be located at 16 North 3rd St., Lake Wales, Florida 33853.

ARTICLE II

The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation are distributable to, or inures to the benefit of, its directors or officers; provided however, reasonable compensation as set by the foundation Board of Trustees may be paid for services rendered to or for the corporation. 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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not 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 the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

This corporation is organized and is to operate exclusively to support **FIRST PRESBYTERIAN CHURCH, ASSOCIATE REFORMED SYNOD, LAKE WALES, FLORIDA, INC.**, in its endeavor to be

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a Christ-centered fellowship of believers devoted to glorifying God through true worship, personal evangelism, discipleship and servanthood, and to place corporate worship within the reach of all, to bring the lost to a saving knowledge of Jesus Christ, to build them up in the Christian faith and to prepare them for Christian service, and such other purposes as FIRST PRESBYTERIAN CHURCH, ASSOCIATE REFORMED SYNOD, LAKE WALES, FLORIDA, INC., shall deem appropriate. To accomplish this purpose, the Corporation shall invest and reinvest its endowment funds and any future gifts or contributions received by the Corporation in such manner as will generate revenues to assist FIRST PRESBYTERIAN CHURCH, ASSOCIATE REFORMED SYNOD, LAKE WALES, FLORIDA, INC., to achieve its goals as determined by its Board of Directors from time to time. The Corporation shall invest and reinvest its funds and make distributions therefrom in accordance with an investment policy established by the Corporation's Board of Trustees from time to time. The Corporation shall also hold funds given to it and invest and reinvest such funds and make distributions therefrom in accordance with the terms and conditions as specified by the donor of such funds, so long as such terms and conditions are acceptable to the Trustees and in agreement with the overall purposes of the Corporation and/or the purposes of FIRST PRESBYTERIAN CHURCH, ASSOCIATE REFORMED SYNOD, LAKE WALES, FLORIDA, INC.

ARTICLE IV

For such purposes, and operating without profit, and in the manner herein stated, the corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this corporation was created.
- B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States; and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.
- C. Provided further, that:
 1. Assets or property held in trust for the corporation or by the corporation for its corporate purposes as herein stated shall be segregated and identified as

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being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.

2. The corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
3. The corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted, or as it may hereafter be amended.
4. In the event of the dissolution of this corporation, any assets of said corporation then remaining shall be distributed to the FIRST PRESBYTERIAN CHURCH, ASSOCIATE REFORMED SYNOD, LAKE WALES, INC., so long as it shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and failing that, to such other organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended. Such other organizations should be engaged in activities which are reasonably comparable to those conducted or supported by the FIRST PRESBYTERIAN CHURCH, ASSOCIATE REFORMED SYNOD, LAKE WALES, INC., at the time this corporation was formed if at all possible.

ARTICLE V

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI

Except as otherwise provided therein, the By-Laws of this corporation shall be made, altered and rescinded by a two-thirds majority vote of the Trustees voting at any regular Trustees meeting or at a special meeting called for that purpose.

ARTICLE VII

The name and residence of the subscriber is as follows:

FRANK M. HUNT, II
16 N. 3rd St.
Lake Wales, FL 33853

ARTICLE VIII

The membership in the corporation shall consist solely of the Board of Trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different

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classes of membership, if any, the property, voting and other rights, privileges and responsibilities of members shall be set forth in the bylaws.

ARTICLE IX

The affairs of this corporation shall be managed by a Chairman, President, Secretary, Treasurer and a Board of not less than five (5), and no more than ten (10), Trustees and by such other officers of the corporation as the corporation may hereafter see fit to name and designate. The number of Trustees may be increased from time to time by the ByLaws of the Corporation, but shall never be less than five (5) members or more than ten (10) members.

(a) Board of Trustees. The initial Board of Trustees shall consist of five (5) members elected to staggered five(5) year terms and two rotating members. Said rotating members shall be those individuals who currently hold the office of Chairman of the Board of Deacons of FIRST PRESBYTERIAN CHURCH, ASSOCIATE REFORMED SYNOD, LAKE WALES, FLORIDA, INC., and Clerk of the Session of the FIRST PRESBYTERIAN CHURCH, ASSOCIATE REFORMED SYNOD, LAKE WALES, FLORIDA, INC. The Initial Board of Trustees shall be composed of those persons hereinafter named:

FRANK M. HUNT, II	DAVID D. NELSON	RANDALL PORTWOOD, Clerk of Session
W. T. BICE	STEWART G. HURST	ROBERT SULLIVAN, Chairman of Deacons
DAVID C. ULLMAN		

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time a nomination of Trustees shall be held. The Trustees shall present a slate of Trustees, and the terms for which they are nominated, to the Session of the FIRST PRESBYTERIAN CHURCH, ASSOCIATE REFORMED SYNOD, LAKE WALES, FLORIDA, INC., for approval. Upon receipt of such approval, those nominated shall begin serving for the term to which they were nominated and approved.

Trustees nominated at the first meeting, and subsequently approved, and at all times thereafter, shall serve until replaced as set forth in the Bylaws of the Corporation. Annual meetings shall be held within 150 days after the beginning of the calendar year at the principal office of the Corporation, or at such other place and date as the Board of Trustees may designate from time to time by resolution.

(b) Corporate Officers. The Board of Trustees shall elect the following officers: Chairman,

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President, Treasurer and Secretary, and such other officers as the Board may deem appropriate and as allowed by these articles and the Corporation's bylaws. Initially, such officers shall be elected at the first meeting of the Board of Trustees. Thereafter, such officers shall be elected at the board of trustees meeting immediately after the annual meeting of members of the Corporation. Until such election is held, the following individuals shall serve as corporate officers:

- Chairman: FRANK M. HUNT, II
- President: FRANK M. HUNT, II
- Secretary: DAVID C. ULLMAN
- Treasurer: DAVID C. ULLMAN

ARTICLE X

These articles of incorporation may be amended by the members at a special meeting of the members called for that purpose. The amendment must be proposed by a resolution adopted by a two-thirds vote of the voting members of a quorum of the Board and then submitted to a quorum of the members for their vote. The proposed amendment must be approved by a two-thirds vote of a quorum of the voting members of the Corporation

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set his hand and seal this 17th day of April, 2006.

Signed, Sealed and Delivered in the Presence of:

Kenneth L. ...
Kenneth L. ... (Type or Print Name)

Frank M. Hunt, II
FRANK M. HUNT, II

David S. Anderson
David S. Anderson (Type or Print Name)

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