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COVER LETTER

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

SUBJECT: The Spirit Within Ministries, 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: Gary M. Bell
Name (Printed or typed)

808 Tomlinson Terrace
Address

Lake Mary, Florida 32746
City, State & Zip

(407) 595-4911
Daytime Telephone number

TALLAHASSEE, FLORIDA

05/11/11 - 3 PM 1:31

7:23 PM

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

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

THE UNDERSIGNED, with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation not-for-profit under and by virtue of the laws of the State of Florida.

THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION

ARTICLE I – NAME

The name of the corporation is **The Spirit Within Ministries, Inc.**

ARTICLE II – PRINCIPLE OFFICE AND MAILING ADDRESS

Initially the principle place of business of this corporation shall be: 1805 W. 13th Street, Sanford, Florida 32771

The mailing address of this corporation shall be: 808 Tomlinson Terrace, Lake Mary, Florida 32746

Notwithstanding the corporation may at any given time conduct its business in all counties of the State of Florida, in all states of the United States, in all territories thereof and all foreign countries as the Board of Directors shall determine.

ARTICLE III – PURPOSE

The Corporation is organized exclusively for religious purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or any other corresponding provisions of any future federal tax code. Furthermore, this corporation administers all activities of its member-associated congregation to advance the knowledge and practice of the Holy Spirit among all interested people. This will be accomplished through classes, study groups, Outreach Ministries, and other activities to foster members' individual and collective spiritual well being.

The Corporation shall also provide meetings where its members can gather for support, comfort, fellowship, education and enlightenment. Additionally, this corporation is organized solely as a non-profit, non-denominational and non-stock congregational ministry, exclusively for charitable, religious, educational and benevolent purposes founded in the truth of accepting the rights of all to follow their own personal beliefs without out intervention and the right of all individuals to legally worship as they please.

Not withstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by:

1. A corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Income Revenue law, or

2. A corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV – DURATION

The term of existence of the corporation is perpetual. The date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation when filed and accepted in accordance with the laws of the State of Florida.

ARTICLE V – GENERAL AND SPECIFIC PURPOSES

1. To create a non-denominational faith based environment to allow each and every person a place of worship so they may follow their own personal beliefs without out intervention and the right of all individuals to legally worship as they please.
2. To establish and maintain an Outreach Ministry of fellowship/brotherhood, place of celebration and worship (John 4:23) irrespective of social position or worldly possessions (James 2:1-9; Acts 10:34; Heb. 10:25), work (Mark 13:34), and fellowship (1 John 1:3), for all people.
3. To operate exclusively for charitable, religious, educational and benevolent purposes as will qualify the corporation as an exempt, not for profit corporation under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to corporations qualified as tax exempt corporations under the Internal Review Code, as amended, including private foundations and private operating foundations.
4. To own, rent, lease, operate and maintain sufficient real and personal property to accomplish the purposes expressed above. To solicit and receive donations, gifts or bequests of money or other property and to accept the same, subject to such conditions or trusts as may be attached thereto, and to obligate itself to perform and execute any and all such conditions and trusts. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes set forth in these Articles, incidental or otherwise.
5. Specifically (but without limitation of the foregoing or of any other power or purposes under applicable Florida Law) to provide spiritual, material and administrative assistance to all individuals in need.

ARTICLE VI – ADMINISTRATION

The administration of corporation will be vested in the Board of Directors.

**ARTICLE VII – DIRECTORS
MANNER OF ELECTION**

The Directors of the corporation are appointed by the Founding Minister and Administrative Director.

ARTICLE VIII: MANAGEMENT OF CORPORATE AFFAIRS

The Board of Directors (The Board) shall consist of not less than three (3) members and shall hold office for an initial term of three (3) years. The Board of Directors shall be elected at the annual meeting of the directors and each director shall hold office for a term determined by the Board of Directors and until his or her successor is duly elected and qualified or until his or her death, resignation or removal from office. The Board may exercise any and all powers legally granted to the corporation under its Articles of Incorporation, Bylaws and Florida law.

The names and addresses of such initial members of the Board of Directors are as follows:

Gary M. Bell – 808 Tomlinson Terrace, Lake Mary, Florida 32746
Hwa Joung Bell – 808 Tomlinson Terrace, Lake Mary, Florida 32746
Fredrick Tiger – 99 Lake Monroe Terrace, Sanford, Florida 32771

ARTICLE IX – MEETINGS

Regular Board Meetings

There will be a quarterly Director's meetings held in April, July, and October and with an Annual Meeting held in January. The October meeting will include the election of officers and the adoption of the budget for the coming fiscal year.

Regular Membership Meetings

The Ministry will conduct a minimum of two membership business meetings per year. Any business may be discussed, provided only that the transaction of such business is not in conflict with any provisions of these Articles of Incorporation or the Bylaws.

Special Meetings

The Minister, Treasurer, or the Chairman of the Board may call special meetings of the membership and special meetings may be requested by any member of the Board or the Membership. Notice of special meetings, unless otherwise required by law or by another provision of the By-Laws may be given by public announcement from the pulpit at any regular worship service on the Sunday preceding such meeting or by any other reasonable means to notify the membership of the time, place and purpose of such meeting.

All officers, board members and committee members are expected to attend business meetings. All members are welcomed to attend any board or committee meeting; however, personnel or confidential matters will be addressed in executive sessions open to only the board or committee members.

ARTICLE X – MEMBERSHIP

The corporation will have one class of membership and open to all persons regardless of religion, gender, race, color, creed or national origin. The membership shall consist of any natural persons who are residents of the United States, and who express a desire to help further the purposes for which the corporation was organized, and who displays willingness to regularly contribute time and service in this regard.

ARTICLE XI – FINANCIAL AFFAIRS

This corporation is organized exclusively for charitable, religious, education and benevolent purposes, including the making of distributions to corporations that qualify as exempt corporations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 herein. No part of the activities of the corporation shall be carrying on for propaganda or otherwise attempting to influencing legislation, and the corporation shall not participate in, or interfere in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

To accomplish the purposes of incorporation the corporation may own, rent, lease, operate and maintain sufficient real and personal property to accomplish the purposes expressed above. To solicit and receive donations, gifts or bequests of money or other property and to accept the same, subject to such conditions or trusts as may be attached thereto, and to obligate itself to perform and execute any and all such conditions and trusts. To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes set forth in these Articles, incidental or otherwise.

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 of 1986 as amended (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 Internal Revenue Code of 1986 as amended (or the corresponding provisions of any future United States Interval Revenue Law).

Notwithstanding any other provision of these Articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

ARTICLE XII – DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such corporations organized and operated exclusively for charitable, religious, educational, benevolent, or scientific purposes as shall at the time qualify as an exempt corporation or corporations under Section 501(c)3 of the Internal

Revenue Code of 1986 as amended (or the corresponding provisions of any future United States Interval Revenue Law), as the Board of Directors shall determine.

ARTICLE XIII – DEDICATION OF ASSETS

The property of the corporation is irrevocably dedicated to charitable, religious, education and benevolent purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIV – INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, in the manner set out and provided in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

ARTICLE XV – AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be adopted by the Board of Directors in such manner as specified in the Bylaws of the corporation.

ARTICLE XVI – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the registered agent is: Gary M. Bell - 808 Tomlinson Terrace, Lake Mary, Florida 32746

ARTICLE XVII – INCORPORATOR

The name and address of the Incorporator is: Gary M. Bell - 808 Tomlinson Terrace, Lake Mary, Florida 32746

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.

Gary M. Bell
Signature/Registered Agent

5/4/06
Date

In WITNESS WHEREOF, the undersigned, being the sole incorporator of the corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida has executed these Articles of Incorporation, this 4th day of May, 2006.

Gary M. Bell
Signature/Incorporator

5/4/06
Date