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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION
CALVARY CHRISTIAN CHURCH OF NORTHWEST FL, INC.

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**ARTICLES OF INCORPORATION
OF
CALVARY CHRISTIAN CHURCH OF NORTHWEST FL, INC.
a Florida Not-for-Profit Corporation**

**ARTICLE I
Corporate Name**

The name of this corporation is **CALVARY CHRISTIAN CHURCH OF NORTHWEST FL, INC.**

**ARTICLE II
Corporate Nature**

This is a non-stock, non-profit corporation organized as a religious institution pursuant to Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III
Duration**

The term of existence of the corporation is perpetual.

**ARTICLE IV
Purposes**

The purposes for which this corporation is formed are:

A. For the advancement of the independent practice of the Christian faith according to the teachings of the Bible and any other related or corresponding purposes by the distribution of its funds for such purposes.

B. To operate exclusively for religious and charitable purposes as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

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ARTICLE V
Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be three (3), provided, however, that such number may be changed as provided under the procedure set forth in the Bylaws for this purpose.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term as provided in the Bylaws of this corporation. Annual meetings shall be held at such place or places as the Bylaws may designate.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act.

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

<u>Name</u>	<u>Address</u>
Billy J. Melvin, Jr.	3323 Country Club Dr., Lynn Haven, FL 32444
Michael Horsley	5213 Sunwood Rd., Panama City, FL 32404
Margie Graham	9727 Creek St., Youngstown, FL 32466

B. Corporate Officers. The corporate officers of this corporation shall be the following: President, Secretary, and Treasurer, and such other officers as the Bylaws of this corporation may authorize. Initially, such officers shall be elected at the first annual meeting of the corporation and thereafter shall be elected as provided in the Bylaws. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Billy J. Melvin, Jr.	President	3323 Country Club Dr. Lynn Haven, FL 32444
Michael Horsley	Vice President	5213 Sunwood Rd., Panama City, FL 32404
Margie Graham	Secretary/ Treasurer	9727 Creek St., Youngstown, FL 32466

ARTICLE VI
Earnings & Activities of Corporation

A. No part of the net earnings of the corporation shall inure 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 in Article IV hereof.

B. No 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 any candidate for public office.

C. 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 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 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these articles, this 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 this corporation.

ARTICLE VII
Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the 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 organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Powers

Solely for the foregoing Purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in *Florida Statutes Chapter 617* and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, 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, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.

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

D. To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Directors (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable need of the areas served by the corporation, notwithstanding any conflicting formal or informal understanding or any provision in any instrument that creates or adds a fund or trust to the corporation or evidences any gift, bequest or devise to the corporation or such fund or trust.

E. To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Florida or for failure to produce reasonable return of net income (or appreciation when not inconsistent with the Corporation's need for current income) with due regard to safety of principal, over a reasonable period of time, as determined by the Board of Directors. Upon the exercise of the power to replace any participating trustee, custodian, or agent, the Board of Directors shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds by the former trustee, custodian, or agent shall be transferred.

1. In determining whether there is a reasonable return of net income there shall be excluded from such determination such assets as are held for the active conduct of this community trust's exempt activities; and such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this community trust. A "restricted fund" shall mean a fund, any income of which has been designated for the use or benefit of a named charitable organization or agency for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

2. If it appears that there may be grounds for exercising the powers described herein with respect to any fund the Board of Directors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising this power, the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Florida. The Board of Directors shall exercise a power described in this Article only upon the vote of two-thirds majority of the members of the Board of Directors.

ARTICLE IX **Membership**

A. The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

B. Any person paying the dues provided for by the Bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the Directors may from time to time adopt, is eligible for membership.

C. A prospective member shall be eligible for membership upon satisfaction of the requirements set forth in the Bylaws.

ARTICLE X **Incorporator**

The name and street address of the Incorporator is as follows:

Billy J. Melvin, Jr.
3323 Country Club Dr.
Lynn Haven, FL 32444

ARTICLE XI **Amendment of Bylaws**

The Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws of this corporation may be adopted, by majority vote of the Board of Directors.

ARTICLE XII **Dedication of Assets**

The property of this corporation is irrevocably dedicated to the independent practice of the Christian faith and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII
Principal Office, Registered Agent and Office

The street and mailing address of the initial principal office of the corporation is 1516 Tennessee Ave., Lynn Haven, FL 32444, County of Bay and the address of the corporation's registered office shall be 1516 Tennessee Ave., Lynn Haven, FL 32444, County of Bay and the name of its registered agent at said address shall be Billy J. Melvin, Jr., 3323 Country Club Dr., Lynn Haven, FL 32444, County of Bay.

ARTICLE XIV
Amendment of Articles

These Articles of Incorporation may be amended by majority vote of the Board of Directors.

ARTICLE XV
Indemnification and Civil Liability Immunity

The corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE XVI
Commencement of Corporate Existence

Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

I, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 18th day of May, 2006.


BILLY J. MELVIN, JR., Incorporator

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared Billy J. Melvin, Jr., who executed the foregoing Articles of Incorporation and acknowledged before me that the same were executed for the purposes and intents therein expressed.

WITNESS MY hand and official seal in the county and state named above this 18th day of May, 2006.



Michael Robinson
Notary Public

Michael Robinson
Printed Name of Notary
My Commission Expires: 5/19/08

Personally known ☒ or produced identification ☐
Type of identification produced _____

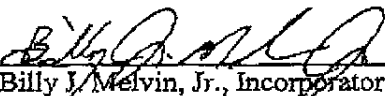
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

CALVARY CHRISTIAN CHURCH OF NORTHWEST FL, INC.

Pursuant to the provisions of Sections 617 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **CALVARY CHRISTIAN CHURCH OF NORTHWEST FL, INC.**
2. The name and address of the registered agent and office are:

Billy J. Melvin, Jr.
3323 Country Club Dr.
Lynn Haven, FL 32444

Signature: 
Title: Billy J. Melvin, Jr., Incorporator

Date: May 18, 2006

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TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Signature: 
Billy J. Melvin, Jr., Registered Agent

Date: May 18, 2006