

NO6000606668

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

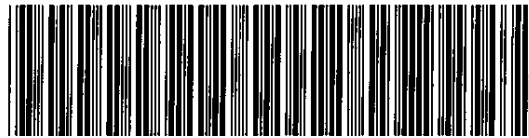
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400076342034

06/20/06--01032--005 **79.75

FILED

06 JUN 20 AM 8:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WSP

BRASHEAR & ASSOC. P.L.
C o u n s e l o r s A t L a w

926 N.W. 13th Street
Gainesville, FL 32601-4140
voice: 352/336-0800
fax: 352/336-0505
Brashear@NFlaLaw.com
www.NFlaLaw.com

BRUCE BRASHEAR
WILLIAM CLAYTON MARTIN III

Of Counsel
LARRY D. MARSH
Florida Bar Board Certified Tax Lawyer

June 19, 2006

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

RE: THE UPPER ROOM CHURCH OF GOD FOR ALL NATIONS, INC.

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced nonprofit corporation, as well as our check in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Registered Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

BRASHEAR & ASSOC., P.L.

By: 

Erin Lubniewski, Legal Assistant

Enclosures

**ARTICLES OF INCORPORATION OF
THE UPPER ROOM CHURCH OF GOD FOR ALL NATIONS, INC.
A FLORIDA NONPROFIT CORPORATION**

06 JUN 20 AM 8:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE. NAME

The name of this corporation is The Upper Room Church of God for All Nations, Inc.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for religious and general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of religious, educational, and other charitable purposes, by the distribution of its funds for such purposes, including, but not limited to operation of a church for worship and praise.

(b) The general purposes for which this corporation is formed are to operate exclusively for such religious, educational, and other charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(d) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article Three.

ARTICLE FOUR. TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE. MEMBERSHIP

(a) Directors as Membership. The sole class of members of this corporation shall be its directors.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE SIX. INCORPORATOR

The name and residence address of the incorporator of this corporation is as follows:

Shelton W. Morris	25423 NW 10 th Avenue
	Newberry, FL 32669

ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The address of the principal office of the corporation is 25423 NW 10th Avenue, Newberry, Florida 32669. The county in which Corporation's business is to be transacted is Alachua County, Florida.

(b) The name and address of this corporation's registered agent is Shelton W. Morris, 25423 NW 10th Avenue, Newberry, Florida 32669.

ARTICLE EIGHT. 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 who need not be members of the Corporation. The number of directors of the corporation shall be not less than three; provided, however, that such number may be changed by a bylaw duly adopted by the members.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on or before **July 31, 2006**, at 25423 NW 10th Avenue, Newberry, FL 32669.

The number of directors constituting the initial Board of Directors of the corporation is seven (7) voting directors. Each director shall be elected by a majority of vote of the total number of directors other than the director standing for election. The director standing for election shall not be entitled to vote. Directors shall be elected annually on or before April 1st of each year. Directors may serve more than two (2) consecutive terms. A director may be removed at any time by the vote of three (3) directors.

The names and addresses of such first members of the board of directors are as follows:

Fitz A. Campbell	15 Lark Spur Cove
	Newnan, GA 30265

Shelton W. Morris	25423 NW 10 th Avenue Newberry, FL 32669
Sharon Campbell	15 Lark Spur Cove Newnan, GA 30265
Granville Lounds	7230 North 84 th Drive Glendale, AZ 85305
Michael Campbell	15 Lark Spur Cove Newnan, GA 30265
Michelle Campbell	15 Lark Spur Cove Newnan, GA 30265
Gloria Campbell	15 Lark Spur Cove Newnan, GA 30265

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 bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

(b) Corporate Officers. The board of directors shall elect the following officers: president, vice president, secretary and treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Fitz A. Campbell	15 Lark Spur Cove Newnan, GA 30265	President
Michelle Campbell	15 Lark Spur Cove Newnan, GA 30265	Vice President
Sharon Campbell	15 Lark Spur Cove Newnan, GA 30265	Secretary
Shelton Morris	25423 NW 10 th Avenue Newberry, FL 32669	Treasurer

ARTICLE NINE. BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the purposes stated in Article Three of these Articles 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 ELEVEN. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational, religious, or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE TWELVE. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

(a) **Distribution of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(b) **Self Dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

ARTICLE THIRTEEN. USE OF CONTRIBUTIONS

The disposition of contributions and donations made to this corporation shall be under the full control of the Board of Directors to be used to carry out the purposes and functions of the corporation.

ARTICLE FOURTEEN. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

THE UNDERSIGNED, being the incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida, has executed these Articles of Incorporation on June 19, 2006.

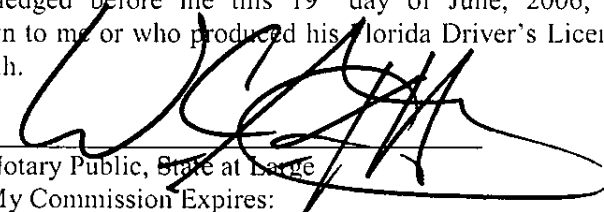

SHELTON W. MORRIS

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 19th day of June, 2006, by SHELTON W. MORRIS who is personally known to me or who produced his Florida Driver's License as identification, and who did (did not) take an oath.

(SEAL)

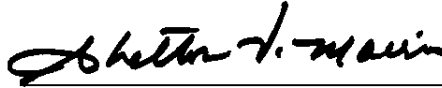



Notary Public, State at Large
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of The Upper Room Church of God for All Nations, Inc. which is contained in the foregoing Articles of Incorporation.

DATED this 19th day of June, 2006.



SHELTON W. MORRIS
Registered Agent

FILED
06 JUN 20 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA