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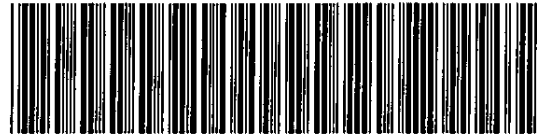
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EFFECTIVE DATE
06/20/2006

FILED
2006 JUN 22 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton JUN 23 2006

Linkous Law Associates, Chartered

9012 Copeland Road
Tampa, Florida 33637-5102
Telephone: (813) 980-1997 • Facsimile: (813) 914-9698
E-Mail: juanelllaw@aol.com

June 20, 2006

Division of Corporations
Secretary of State
State of Florida
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of
RIVERHILLS CHURCH OF GOD, INC.
a corporation NOT FOR PROFIT
Effective Date: June 20, 2006

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-referenced NOT FOR PROFIT corporation.

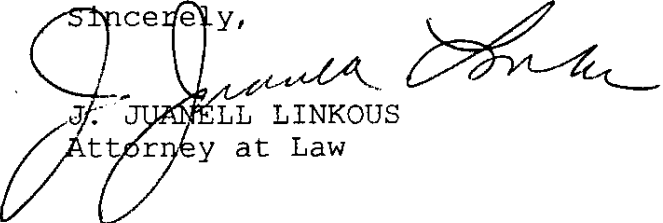
As you will note, the effective date is June 20, 2006.

Also enclosed is my client's check in the amount of \$78.75 made payable to the Florida Department of State representing the filing fees, certified copy fee and registered agent fee.

Please file the original and certify the copy. Upon processing, please return the certified copy of the Articles of Incorporation to this office.

Should you have any questions please do not hesitate to contact the undersigned at (813) 980-1997.

Sincerely,



J. JUANELL LINKOUS
Attorney at Law

JJL:jh
Enclosures

cc: The Reverend Mr. Craig S. Heath (w/encls.)
Ms. Regina Gillett (w/encls.)

EFFECTIVE DATE
06/20/2006

FILED

**ARTICLES OF INCORPORATION
OF
RIVERHILLS CHURCH OF GOD, INC.
(A CORPORATION NOT FOR PROFIT)**

2006 JUN 22 PM 1:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name and Address

The name of this Corporation shall be: RIVERHILLS CHURCH OF GOD, INC. The address of this Corporation shall be 6310 East Sligh Avenue, Tampa, Florida 33617, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE II
Purposes

(a) The general nature, objects and purposes for which this Corporation is exclusively organized and operated are for religious activities, including providing a place of worship for its members, who shall be members in good standing of the Church of God, Cleveland Tennessee, U.S.A., and conducting the affairs of the congregation according to the rules and regulations of the Church of God, Cleveland, Tennessee, U.S.A., and specifically the *International General Assembly Minutes* of the Church of God, Cleveland, Tennessee, U.S.A., promotion of the cause of Christianity in accord with the teachings, tenets, and customs of the Church of God, Cleveland, Tennessee, U.S.A., receiving, managing, and disbursing gifts, bequests, and other funds for the benefit of the congregation and the Church of God, Cleveland, Tennessee, U.S.A., owning and maintaining suitable buildings and facilities necessary for their acquisition, upkeep, maintenance and sale, all in accord with the *International General Assembly Minutes* of the Church of God, Cleveland, Tennessee, U.S.A.

(b) In the event this corporation shall cease to exist, or depart from the policy of the Church of God, Cleveland, Tennessee, U.S.A., as expressed in the *International General Assembly Minutes* of the Church of God, Cleveland, Tennessee, U.S.A., and otherwise, the

assets of the corporation shall revert to the State Trustees for the Church of God in the State of Florida, or to one or more organizations described in Section 501(C)(3) of the Internal Revenue Code (U.S.A.) Or the corresponding sections of any prior or future Internal Revenue Code (U.S.A.). Further, that the proceeds/assets from the disposition must go directly into real property purchases or improvements.

(c) This Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its religious, charitable, educational or humanitarian purposes.

(d) No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to any member, director or officer of this Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this Corporation affecting one or more of its purposes), and no member, director or officer of this Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this Corporation. No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(e) Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued thereunder.

(f) The Corporation shall be non-stock and no dividends, net earnings, or pecuniary profits shall be declared, distributed to or inured to the benefit of any member, director, or officer of this Corporation.

ARTICLE III
Members

The members of this Corporation shall consist of those persons who are listed as the initial directors of this Corporation, and such other persons as may from time to time be elected and admitted to membership by majority vote of the Board of Directors and who are members in good standing with the Church of God, Cleveland, Tennessee, U.S.A. and specifically the *Internal General Assembly Minutes* of the Church of God, Cleveland, Tennessee, U.S.A. and are of the same beliefs as set forth in the constitution and bylaws of this Corporation in accordance with the provisions of the Bylaws of this Corporation.

ARTICLE IV
Term of Existence

The term for which this Corporation is to exist shall begin on June 20, 2006 and shall thereafter be perpetual.

ARTICLE V
Subscribers

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Craig S. Heath	6310 East Sligh Avenue Tampa, Florida 33617
Regina Gillett	6310 East Sligh Avenue Tampa, Florida 33617
J. Juanell Linkous	9012 Copeland Road Tampa, Florida 33637-5102

ARTICLE VI
Officers and Directors

The affairs of this Corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the members of this Corporation, at a duly called meeting, as provided in the bylaws and by officers who shall be elected annually by majority vote of the Board of Directors and who shall be members of this Corporation. The officers thus to be elected shall be a

president, a secretary and a treasurer and such other officers as may be provided for in the Bylaws of this Corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of this Corporation shall be provided in the Bylaws.

The number of directors and the manner of filling vacancies in the Board of Directors shall be provided in the Bylaws of this Corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

Directors and officers of this Corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the Bylaws.

ARTICLE VII Directors

The name and address of the members of the initial Board of Directors, who, subject to these Articles, the Bylaws of this Corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this Corporation or until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Craig S. Heath	6310 East Sligh Avenue Tampa, Florida 33617
Regina Gillett	6310 East Sligh Avenue Tampa, Florida 33617
J. Juanell Linkous	9012 Copeland Road Tampa, Florida 33637-5102

ARTICLE VIII Officers

The name and address of the officers of this Corporation who, subject to these Articles and the Bylaws of this Corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this Corporation or until an election is

held by the directors of this Corporation for the election of permanent officers or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Craig S. Heath	Chairman of the Board, President and Pastor	6310 East Sligh Avenue Tampa, Florida 33617
Regina Gillett	Secretary and Treasurer	6310 East Sligh Avenue Tampa, Florida 33617
J. Juanell Linkous	Assistant Secretary	9012 Copeland Road Tampa, Florida 33637

ARTICLE IX
Registered Office and Registered Agent

The name of this Corporation's initial registered agent at the following address is REGINA GILLETT and the street address of this Corporation's initial registered office is 6310 East Sligh Avenue, Tampa, Florida 33617. This Corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said Registered office together with the name of the registered agent.

ARTICLE X
Bylaws

The Bylaws of this Corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this Corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the Bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the Secretary of this Corporation to all of the members of the Board of Directors at least three (3) days before the meeting.

ARTICLE XI
Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the members of this Corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of this Corporation or ten (10) days' advance notice of the amendment or

amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of this Corporation prior to such meeting. All actions, including but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

ARTICLE XII
Indemnification of Directors

(a) No director of this corporation shall be personally liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a director:

1. for any breach of the director's duty of loyalty to the corporation or its members;

2. for any act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;

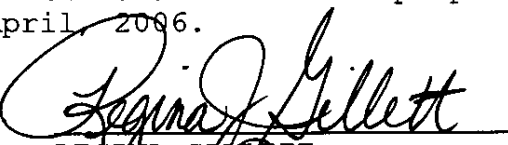
3. under Section 607, Florida Statutes, the Corporation Law of the State of Florida; or

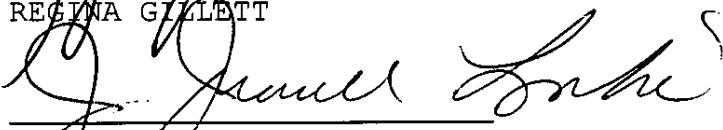
4. for any transaction from which the director derived an improper personal benefit.

(b) This Article does not limit or eliminate the liability of a director for any act or omission that occurred before the time this Article became effective. Any repeal, termination, modification, or cancellation of this Article shall not terminate or adversely affect any right or protection of a director granted by this Article for any act of, or omission by, that director occurring before the date of repeal, termination, modification, or cancellation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation for the uses and purposes therein expressed this 26th day of April, 2006.


CRAIG S. HEATH


REGINA GILLETT


J. JUANELLE LINKOUS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 26TH day of April, 2006, personally appeared CRAIG S. HEATH, REGINA GILLET and J. JUANELL LINKOUS, to me personally known or who each produced a Florida driver's license as identification, and by me known to be the persons described in and who signed the foregoing Articles of Incorporation, and with oath acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

all personally
Type of Identification
Known

Candace S. Estes
Notary Public, State of
Florida at Large

Candace S. Estes
Printed Name

Commission No. DD167918

My Commission Expires: 2/25/07



Candace S. Estes
MY COMMISSION # DD167918 EXPIRES
February 25, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

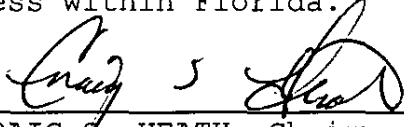
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

RIVERHILLS CHURCH OF GOD, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Tampa, County of Hillsborough, State of Florida, has named REGINA GILLETT, located at 6310 East Sligh Avenue, Tampa, County of Hillsborough, State of Florida, 33617 as its agent to accept service of process within Florida.

DATED: April 26, 2006

Signature


CRAIG S. HEATH, Chairman of the
Board, President and Pastor

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: April 26, 2006

Signature


REGINA GILLETT