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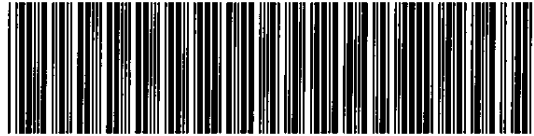
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06 JUL 17 AM 9:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/18/06  
Sgt

## **COVER LETTER**

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

**SUBJECT:** lambstv.com, INC.  
(PROPOSED CORPORATE NAME)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$70.00 Filing Fee

**FROM:** Elbert (Earl) Hardy (Incorporator)  
1316 Nancesowee Avenue  
Sebring, FL 33870  
(863) 402-6816 wk  
(863) 385-4416 hm  
(863) 446-1508 cell

**ARTICLES OF INCORPORATION OF  
lambstv.com, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of this corporation shall be: 'lambstv.com', Inc.

**ARTICLE II  
REGISTERED PRINCIPAL OFFICE**

The corporation's registered principal office is located at: 1316 Nancesowee Avenue, Sebring, Florida 33870.

**ARTICLE III  
SPECIFIC PURPOSE**

This corporation is organized exclusively for Christian charitable, educational, scientific and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. More specifically, the corporation shall be about the business of spreading the gospel of Jesus Christ by making multiple Bible-based Christian Ministries available in video and audio form on one central website called lambstv.com.

This includes the construction, updating and perpetuation of a video website as the basis of activity, along with the gathering of video footage from a variety of sources. This involves the videography both in the field and in the studio, the construction, storage and maintenance of studio sets, lighting and sound equipment; the construction, maintenance and operation of a full video and audio control room for the studios and the procurement of talent, videographers, directors and producers to create video programming.

This also includes the advertising of the website, copywriting and acting out of parts in plays, dramas, screen plays, puppet shows, interviews, etc. to provide quality video content for the website. As time and funding become available, upgrades in equipment are planned, including audio and video, computers and software, transportation and packaging, DVD/CD duplicating and shipping equipment.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise shall be devoted to said purposes.

## **ARTICLE IV LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, 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, as now enacted or hereafter amended.
4. A corporate checking and savings account shall be maintained by the corporation and its officers for the purposes of the corporation with the following limitations: No corporate funds over \$500 can be spend for any reason without prior approval by majority vote of the Board of Directors and all funds spent must require both (2) signatures, that of the President and the Treasurer of the corporation. Deposits to the corporation may be made by any member of the corporation at any time. No cash withdraws other then \$50.00 petty cash can be made at any time, unless prior approval of the Board of Directors is made by majority vote.
5. The Corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this

corporation; thus lambstv.com, Inc., shall not be party to any surety program for its officers or Boards members for any reason.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:
- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
  - e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE V DIRECTORS/MEMBERS**

The corporation shall have a voting Board of Directors and may have classes of same (if any), as defined in the corporation's By-laws. The management and affairs of the corporation shall be at all times under the direction of the Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's By-laws. No member or director shall have any right, title, or interest in or to the property of the corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

Elbert (Earl) Hardy, President, Secretary

1316 Nancesowee Ave., Sebring, FL 33870

Magdalen Wargo, Vice President, Treasurer  
1316 Nancesowee Ave., Sebring, FL 33870

Jim Butt, Registered Agent, General Manager  
9301 Orange Blossom Blvd. S., Sebring, FL 33875

Bob Warrington, Member  
4306 9<sup>th</sup> Tee Court  
Sebring, FL 33872

Paul Poore, Member  
1618 Marigold Ave.  
Sebring, FL 33875

## **ARTICLE VI REGISTERED AGENT**

The name and Florida street address of the initial Registered Agent is:

Jim Butt, Registered Agent, General Manager  
9301 Orange Blossom Blvd. S., Sebring, FL 33875

## **ARTICLE VII DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or directors be subject to the payment of the debts or obligations of the corporation.

## **ARTICLE VIII DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended or the corresponding Section of any future federal tax code, or shall

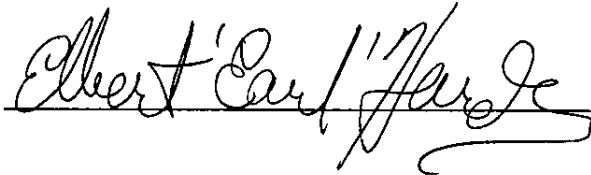
be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IV INCORPORATOR**

The incorporator of this corporation is:

Elbert (Earl) Hardy  
1316 Nancesowee Avenue  
Sebring, FL 33870

The undersigned incorporator certifies both that he executes these articles for the purposes stated herein, and that by such execution, he affirms the understanding that should any of the information in these Articles be intentionally or knowingly misstated, he is subject to the criminal penalties for perjury set forth in Florida Statutes as if this document had been executed under oath.



signature date: 7-7-06

#### **INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer (or such heirs, executors or administrators) may be entitled apart from this Article.

**EXECUTION**

These Articles of Incorporation are hereby executed by the incorporator on this 7<sup>th</sup> day of JULY, 2006.

Elbert Earl Hardy  
Elbert (Earl) Hardy

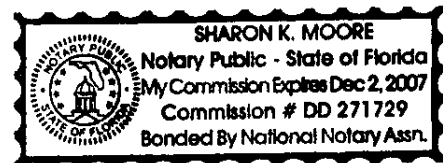
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Elbert (Earl) Hardy who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 7<sup>th</sup> day of JULY, 2006.

Sharon K Moore  
NOTARY PUBLIC STATE OF FLORIDA  
My Commission Expires: 12-2-07



**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for lambstv.com, Inc., a Florida Not For Profit Corporation.

Jim Butt  
Jim Butt  
7-7-06  
Date