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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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7-25-06

JOSEPH L. VAUGHN, JR., P.A.  
ATTORNEY AT LAW

2468 Atlantic Boulevard  
Jacksonville, Florida 32207

(904) 346-0013  
Facsimile (904) 396-9778  
Also Admitted in Alabama

July 21, 2006

VIA EXPRESS U. S. MAIL (No. EV 855393048 US)

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: Filing for new Florida Not-for-Profit Corporation  
Farm Hill Baptist Church of Cantonment, Florida, Inc.

Dear Department of State:

Enclosed are the following documents for filing for the formation of a new Florida Not-for-Profit Corporation on behalf of Farm Hill Baptist Church of Cantonment, Florida, Inc.:

1. Original Articles of Incorporation.
2. Copy of Articles of Incorporation (for date stamping and return to me).
3. Our firm check payable to the Florida Department State for \$87.50 (which includes the filing fee, Certified Copy and Certificate of Status).

Please forward the date-stamped copy of Articles of Incorporation, Certified Copy and Certificate of Status to me at the address listed on this letterhead.

Thank you for your prompt attention to this matter. Please call me if you have any questions or need any additional information.

Very truly yours,

  
Joseph L. Vaughn, Jr.

JLV/lb  
Enclosures as stated

cc: Pastor Darrell Black (with copy of Articles of Incorporation)

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**ARTICLES OF INCORPORATION**

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**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FARM HILL BAPTIST CHURCH OF CANTONMENT, FLORIDA, INC.  
(Florida Not For Profit)**

We, the undersigned, natural persons, acting as incorporators of a corporation under Chapter 617, Florida Statutes (the Florida Not For Profit Corporation Act), do hereby adopt and file the following Articles of Incorporation for the purpose of organizing a Florida Not For Profit corporation.

**ARTICLE I**

**NAME**

The name of the corporation is **FARM HILL BAPTIST CHURCH OF CANTONMENT, FLORIDA, INC.** (the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office of the Corporation is 111 Madrid Road, Cantonment, Florida 32533. The mailing address of the Corporation is P.O. Box 53, Cantonment, Florida 32533.

**ARTICLE III**

**EFFECTIVE DATE AND DURATION**

The existence of the Corporation shall begin on the date of filing with the Department of State, Division of Corporations, State of Florida, and the term of duration of the Corporation shall be perpetual.

**ARTICLE IV**

**NON-PROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, and shall have all of the powers, duties, authorizations and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Internal Revenue Code") or the corresponding provisions of any subsequent federal tax laws. The Corporation shall be the successor to an unincorporated religious association which was originally known as Farm Hill Baptist Mission, established in 1962 and located in Cantonment, Florida, which became a fully constituted church known as Farm Hill Baptist Church in 1964, which continued as an unincorporated religious association. The incorporators have been authorized to execute these Articles of Incorporation by the consent of a majority of the members of the unincorporated association.

**ARTICLE V**  
**PURPOSES AND POWERS**

Section 1     Purposes

- (a)     The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws. In furtherance of such purposes, the Corporation shall engage its members, by the aid of the Holy Spirit, to walk together in Christian love; to strive for the advancement of the Corporation, in knowledge, holiness, and comfort; to promote its prosperity and spirituality; to sustain its worship, ordinances, discipline, and doctrines; to contribute cheerfully and regularly to the support of the ministry of the Corporation, and the expenses of the relief of the poor; and, to spread the Gospel of Jesus Christ through all nations.
  
- (b)     The Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of the Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws.

Section 2     Powers

- (a)     In furtherance of the foregoing purposes and objectives and subject to the restrictions set forth in Section 3 below, the Corporation shall have and may exercise all of the powers set forth in Chapter 617, Florida Statutes (the Florida Not For Profit Corporation Act), as it now exists or as it may hereafter be amended, and as provided in the bylaws of the Corporation, and may do everything necessary or convenient for the accomplishment of any of the corporate purposes.

Section 3     Restrictions on Powers

The powers of the Corporation to promote the purposes set out above are restricted in the following manner:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the incorporators, any member, director or officer of the Corporation, or any other individual, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles.
- (b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- (c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws.
- (d) In the event the Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws; or (iv) making any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws.
- (e) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

- (f) Any and all property, both real and personal, which may be owned by the Corporation, is and shall always be exclusively and irrevocably dedicated to the exempt purposes of the Corporation. On dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to the Pensacola Bay Baptist Association, Pensacola, Florida, if still in existence at such time and qualifies as a charitable organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws; if not, then to the Florida Baptist Convention, Jacksonville, Florida.
- (g) All references in these Articles of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

**ARTICLE VI**  
**INCORPORATORS**

The names and addresses of the incorporators of the Corporation are:

Roy Eubanks  
1047 Kathleen Avenue  
Cantonment, Florida 32533

Vera Corley  
112 Cooper Road  
Cantonment, Florida 32533

Marsha Campbell  
174 Desoto Road  
Cantonment, Florida 32533

**ARTICLE VII**  
**DENOMINATIONAL AFFILIATION**

The government of the Corporation is vested in its members subject to the provisions set forth in the Constitution and bylaws of the Corporation. It is subject to the control of no other ecclesiastical body, but it recognizes the need for mutual counsel and cooperation which are common among Baptist churches. The Corporation shall be affiliated with, and act in cooperation with, the Pensacola Bay Baptist Association, the Florida Baptist Convention, and the Southern Baptist Convention.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

(a) Board of Directors. The legal affairs of the Corporation shall be conducted by the Board of Directors, subject to the bylaws of the Corporation. The number of directors, their classifications, if any, their terms of office and the manner of their selection or appointment shall be determined according to the bylaws of the Corporation, but in no event shall there be less than three (3) directors. Three (3) directors shall constitute the Initial Board of Directors. The Initial Board of Directors shall serve until the first annual meeting of the members of the Corporation, or until the respective Director's successors have been elected and qualified as provided for in the bylaws of the Corporation.

The names and mailing addresses of the Initial Board of Directors are as follows:

Roy Eubanks  
1047 Kathleen Avenue  
Cantonment, Florida 32533

Vera Corley  
112 Cooper Road  
Cantonment, Florida 32533

Marsha Campbell  
174 Desoto Road  
Cantonment, Florida 32533

(b) Liability. The Corporation may indemnify its directors, officers, employees, agents or fiduciaries in their capacity as such to the fullest extent permitted by Florida Law and as may be further set forth in the bylaws of the Corporation.

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is 1032 Pine Top Lane, Lot 6, Cantonment, Florida 32533. The name of the initial registered agent at that address is Richard Cobb.

**ARTICLE X**  
**MEMBERSHIP**


Membership in the Corporation shall be allowed as set forth in the bylaws of the Corporation.

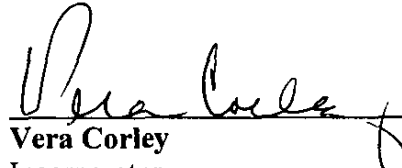
**ARTICLE XI**  
**AMENDMENT**

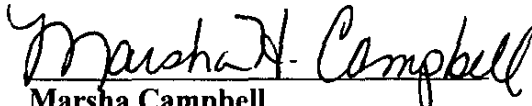
The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members of the Corporation in the bylaws or by Florida Law are granted subject to this reservation.

**EXECUTION**

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 9<sup>th</sup> day of July, 2006.

  
\_\_\_\_\_  
**Roy Eubanks**  
Incorporator

  
\_\_\_\_\_  
**Vera Corley**  
Incorporator

  
\_\_\_\_\_  
**Marsha Campbell**  
Incorporator



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

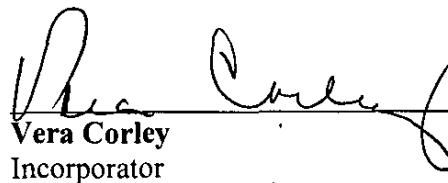
**CERTIFICATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

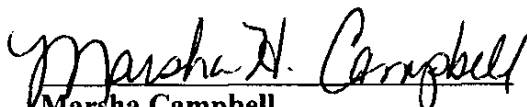
That FARM HILL BAPTIST CHURCH OF CANTONMENT, FLORIDA, INC., a not for profit corporation duly organized and existing under the laws of the State of Florida, with its registered office being 1032 Pine Top Lane, Lot 6, Cantonment, Florida 32533, has named RICHARD COBB as its registered agent to accept service of process within this State.

  
\_\_\_\_\_  
**Roy Eubanks**  
Incorporator

Date: June 21, 2006

  
\_\_\_\_\_  
**Vera Corley**  
Incorporator

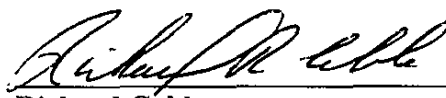
Date: 6/21/06

  
\_\_\_\_\_  
**Marsha Campbell**  
Incorporator

Date: 6/21/06

**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent to accept service of process for FARM HILL BAPTIST CHURCH OF CANTONMENT, FLORIDA, INC., at the place designated in these Articles of Incorporation, I accept the appointment as the registered agent. I am familiar with and accept the obligations of the position of registered agent and agree to act in this capacity for FARM HILL BAPTIST CHURCH OF CANTONMENT, FLORIDA, INC.

  
\_\_\_\_\_  
**Richard Cobb**  
Registered Agent

Date: 6-25-06

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Articles of Incorporation

**FARM HILL BAPTIST CHURCH OF CANTONMENT, FLORIDA, INC.**