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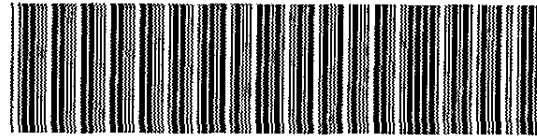
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2006 JUL 25 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch JUL 26 2006

## COVER LETTER

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

SUBJECT: Greater Orlando Worship and Arts Center, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Virginia C. Sullivent  
Name (Printed or typed)

5243 Lido Street  
Address

Orlando, FL 32807  
City, State & Zip

(321) 662-5237  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION FOR  
GREATER ORLANDO WORSHIP AND ARTS CENTER, INC.  
A Florida Not for Profit Corporation**

**ARTICLE I  
Corporate Name**

The name of this corporation shall be Greater Orlando Worship and Arts Center, Inc.

**ARTICLE II  
Principal Office**

The principal place of business and mailing address of this corporation shall be:  
5243 Lido Street Orlando, Florida 32807

**ARTICLE III  
Corporate Nature and Purposes**

A. This is a nonprofit corporation, organized solely for general religious, charitable, and educational purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

B The specific purposes of this corporation are:

1. To worship God and to bring glory to our Lord Jesus Christ through the creative arts.
2. To educate both children and adults in the creative arts, to train them and give them practical opportunities to use their creative gifts and talents.
3. To build good character and self esteem through the artistic disciplines.
4. To provide free and low-cost training and after-school creative arts for the underprivileged.
5. To reach the unchurched with the reality of an exciting, creative and loving God and to promote personal relationship with Him through music, dance and the arts.
6. To expand and enhance worship within the church by blending religion with music, dance and a variety of creative arts.
7. To promote racial reconciliation and cultural appreciation by teaching, performing and displaying the value and beauty of the music, dance and art of all ethnic groups.
8. To reach those in need of physical, emotional and spiritual healing through exposure to as well as participation in music, dance and art.
9. To reach the poor, homeless, widowed, orphaned, afflicted, imprisoned, addicted, underprivileged or aged by communicating God's love through the arts as well as through charitable acts.
10. To support the work of the kingdom around the world through short-term mission trips, in particular the establishment of houses of prayer and worship training centers in under-developed countries.
8. To accept donations, endorsements, pledges, loans, and to receive personal and/or real property by devise or bequest for all and any purposes herein.
9. To use all media, whether now known or hereafter discovered, including, but not limited to print, television, radio, audio and video recordings, for the promotion and advancement of the Corporation and to promote, advertise and generally make known the purposes and activities of the Corporation.

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TALLAHASSEE, FLORIDA

**C. The general purposes and powers of the corporation are:**

1. To have and to exercise all rights and powers conferred upon nonprofit corporations organized under the laws of the state of Florida, including the power to contract, rent, buy or sell personal or real property, The exercise of such powers are subject only to such limitations as are expressly set forth in these Articles or the corporation's Bylaws.
2. To do all things necessary, expedient, appropriate, incidental or conducive to the attainment of any or all of the above purposes, to the accomplishment of any of the objects and purposes for which this corporation is formed.
3. To operate in any other manner for such religious, charitable, and educational purposes as will qualify it an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any other applicable Internal Revenue Law) 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.
4. 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 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any other applicable Internal Revenue Law).
5. Notwithstanding any other provisions of the Articles of Incorporation or the Bylaws, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of this corporation.

**D. The term of existence of the corporation is perpetual unless and until dissolved according to law. Corporate existence shall commence upon the filing of these Articles with the Florida Department of State.**

**ARTICLE IV**  
**Earnings and Activities of Corporation**

- A. 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 person, 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 III hereof.
- B. Notwithstanding any of the above, no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign, including the publishing or distribution of statements, on behalf of any candidate for public office.

**ARTICLE V**  
**Distribution of Assets**

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors in its sole discretion 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 purposes similar to the purposes of this corporation.

**ARTICLE VI**  
**Management of Corporate Affairs**

- A. The powers of this corporation shall be exercised, its properties controlled, and its affairs shall be directed by a Board of Directors, which shall consist of not less than three (3) directors and not more than nine (9) directors, which number may be either increased or decreased from time to time by Amendment to the corporation's Bylaws. These directors shall take oversight of the spiritual, financial and business affairs of the Corporation in accordance with the By-laws.
- B. 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. Such a statement shall be prima facie evidence of such authority.
- C. The Directors named herein as the first Board of Directors shall hold office until the first meeting of the directors at which an election of Directors shall be held. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 7:00pm on August 3 of each year at 5243 Lido Street, Orlando, Florida 32807 or at such other times or places as the Board of Directors may designate from time to time by resolution.

The names and addresses of such initial persons who are to act in the capacity of Director until appointment or election of their successors pursuant to the Bylaws are as follows:

<u>Name</u>	<u>Address</u>
Virginia Sullivent	5243 Lido St., Orlando, FL 32807
Dan Whitley	615 E. Livingston St. Orlando, FL 32803

Elizabeth Whitley  
Charles Rowe

615 E. Livingston St.  
P.O. Box 783967

Orlando, FL 32803  
Winter Garden, FL 34778

D. Membership.

The Corporation elects to have no members. Any action that would otherwise require a vote of members shall require only a vote of the members of the Board of Directors, and no meeting or vote of members shall be required for this Corporation, any provision of the Articles of Incorporation of this Corporation or the Bylaws of the Corporation to the contrary notwithstanding.

**ARTICLE VII**  
**Initial Corporate Officers**

The affairs of the Corporation shall be administered by the officers designated in the Bylaws of the Corporation and they shall serve at the pleasure of the Board of Directors. 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 if the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President Virginia Sullivent	5243 Lido St., Orlando, FL 32807
Vice President Dan Whitley	615 E. Livingston St. Orlando, FL 32803
Secretary Elizabeth Whitley	615 E. Livingston St. Orlando, FL 32803
Treasurer Charles Rowe	P.O. Box 783967 Winter Garden, FL 34778

**ARTICLE VIII**  
**Indemnification**

- A. Indemnification. Every Director and every Officer of this Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding, whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or Officer of the Corporation, or having served at the Corporation's request as a Director or Officer of any other corporation, whether or not he or she is a Director or Officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such Director or Officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Corporation approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or Officer shall be entitled.
- B. Expenses of Lawsuits. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the Director or Officer to repay such an amount if it shall ultimately be determined that he or she is not to be indemnified by the corporation as authorized in these Articles.

- C. Insurance. The Corporation shall have the authority to purchase, at its expense, and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of these Articles.

#### **ARTICLE IX Amendment of Articles**

Amendments to the articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote, or as otherwise set forth in the Bylaws. No amendment shall make any changes in the qualifications for Directors or the voting rights of Directors without the unanimous approval in writing by all Directors. A copy of each amendment shall be filed with the Secretary of State, State of Florida.

#### **ARTICLE X Amendment of Bylaws**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the Directors of the corporation, Bylaws of this corporation may be made, altered, rescinded or approved in the manner provided in the Bylaws.

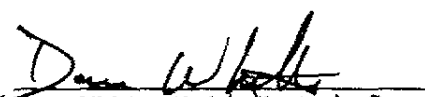
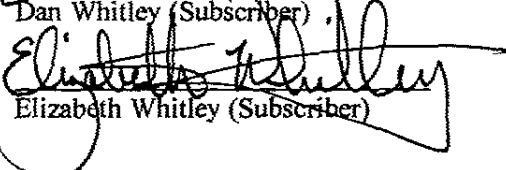
#### **ARTICLE XI Registered Agent and Office**

The name and address of this corporation's registered agent shall be Virginia Sullivent.

The address of the corporation's registered office shall be  
5243 Lido Street  
Orlando, Florida 32807.


#### **ARTICLE XII Subscribers and Incorporators**

We, the undersigned, being the subscribers and incorporators 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 17th of July, 2006.

  
Dan Whitley (Subscriber)  
  
Elizabeth Whitley (Subscriber)

615 E. Livingston St. Orlando, FL 32803

615 E. Livingston St. Orlando, FL 32803

  
\_\_\_\_\_  
Charles Rowe (Subscriber)

P.O. Box 783967 Winter Garden, FL 34778

  
\_\_\_\_\_  
Virginia Sullivent (Registered Agent)

5243 Lido Street Orlando, FL 32807