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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
7/31

11006-31161

LAW OFFICE
COLIN C. CUSHNIE, P.A.

COLIN C. CUSHNIE, ESQUIRE
CAROLE J. CUSHNIE, ADMINISTRATOR
JULIO E. BETANCOURT, PARALEGAL

1541 S.E. PORT ST. LUCIE BOULEVARD
SUITE F
PORT ST. LUCIE, FLORIDA 34952
(772) 335-9219 • FAX (772) 335-9368

July 25, 2006

Department of State
Division of Corporations
Attn: Ruby Dunlap, Regulatory Specialist
New Filing Section
Post Office Box 6327
Tallahassee, Florida
32314

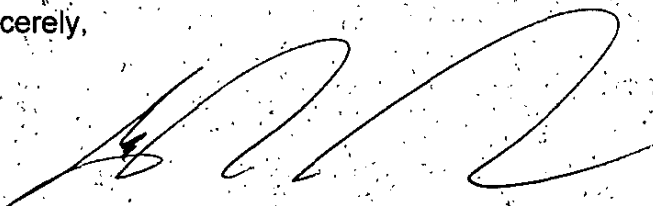
RE : Filing of Articles of Incorporation of Ebenezer Baptist Church
of the Treasure Coast, Inc.
Our File Number 06/2158

Dear Ms. Dunlap:

With regard to your letter of July 13, 2006 I am enclosing the original and one copy of the Articles of Incorporation of Ebenezer Baptist Church of the Treasure Coast, Inc. I am also enclosing a copy of your cover letter.

Please return the certified copy of the Articles as well as the Certificate of Incorporation in the enclosed self-addressed stamped envelope.

Sincerely,



Colin C. Cushnie, Esquire
CCC/jeb
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 13, 2006

COLIN C CUSHNIE, ESQ.
1541 S.E. PORT LUCIE BLVD
SUITE F
PORT ST LUCIE, FL 34952

SUBJECT: EBENEZER BAPTIST CHURCH OF FLORIDA, INC.
Ref. Number: W06000031161

We have received your document for EBENEZER BAPTIST CHURCH OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

Letter Number: 006A00045176

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06 JUL 31 PM 3:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Ebenezer Baptist Church of the Treasure Coast, Inc.**

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of a corporation not for profit we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned and, to that end, we do, by these Articles of Incorporation, set forth:

**ARTICLE I
NAME**

The name of the corporation is

Ebenezer Baptist Church of the Treasure Coast, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 1885 SW Del Rio Boulevard, Port Saint Lucie, Florida 34953.

**ARTICLE III
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

1. To share the Gospel with residents of St. Lucie County, conduct church operations and engage in all usual and customary church activities.
2. To operate exclusively in any other manner for such charitable and religious purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, 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.

3. It is the intent of the incorporators of this corporation to qualify as a *charitable not for profit corporation according to Section 501(c)(3) of the Internal Revenue Code*. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be, or include the carrying on of, propaganda 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 any candidate for public office.
4. The corporation shall distribute its income for each taxable year at such manner as not to become subject to tax on undistributed income tax imposed by Section 4942 of the Internal Revenue Code or any corresponding provisions of any subsequent federal tax laws.
5. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
6. The corporation shall not retain any excess business holdings as defined in *Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws*.
7. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
8. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
9. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be

conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization. Contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the regulations as they now exist or as they may hereafter be amended.

10. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the circuit court 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 V MEMBERSHIP

The members of the corporation shall consist of those individuals that have joined the church, Ebenezer Baptist Church of the Treasure Coast, Inc. and are a member in good standing.

ARTICLE VI DIRECTORS AND OFFICERS

1. The affairs of the corporation shall be administered by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than three (3) directors.

2. Directors of the corporation shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

3. The business of the corporation shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the corporation and shall serve at the pleasure of the Board.

ARTICLE VII INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State, together with these Articles of Incorporation, the name and address of the initial registered agent for the Corporation is **Ambroise D. Francois, 1901 SW Davis Street, Port Saint Lucie, Florida 34953.**

ARTICLE VIII INCORPORATORS

The names and street addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Ambroise D. Francois	1901 SW Davis Street Port Saint Lucie, Florida 34953
Robinson Francois	1650 SW Buttercup Street Port Saint Lucie, Florida 34953
Louise Bernard	4264 SW Earnest Street Port Saint Lucie, Florida 34953

ARTICLE IX INITIAL DIRECTORS

<u>Name</u>	<u>Address</u>
Ambroise D. Francois	1901 SW Davis Street Port Saint Lucie, Florida 34953
Robinson Francois	1650 SW Buttercup Street Port Saint Lucie, Florida 34953

Louise Bernard

4264 SW Earnest Street
Port Saint Lucie, Florida 34953

**ARTICLE X
INITIAL OFFICERS**

**Ambroise D. Francoise-President
Robinson Francois-Vice President
Louise Bernard-Secretary**

The undersigned have executed these Articles of Incorporation this 21 day
of June, 2006.

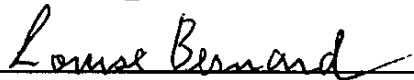
Signed:



Ambroise D. Francois, Incorporator



Robinson Francois, Incorporator



Louis Bernard, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is Ebenezer Baptist Church of *the Treasure Coast, Inc.*
2. The name and address of the registered agent and office of the Corporation is: Ambrose D. Francois, 1901 SW Davis Street, Port Saint Lucie, Florida 34953.

Signed:



Ambrose D. Francois, Registered Agent

6-21-06

(Date)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Ambrose D. Francois, Registered Agent

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TALLAHASSEE, FLORIDA