

No600000 8498

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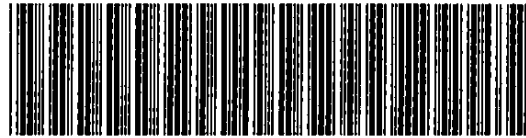
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1802 South Fiske Blvd.
Suite 101
Rockledge, FL 32955

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: The Church of the Good Shepard of Cocoa, Inc .

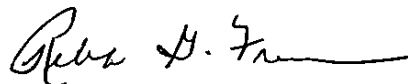
Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Incorporation for the above-captioned corporation, together with check to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Reba G. Freeman", with a long horizontal flourish extending to the right.

Reba G. Freeman

RBG/haj
Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE CHURCH OF THE GOOD SHEPARD OF COCOA, INC

The undersigned by execution adopt the following Articles of Incorporation pursuant to the Corporations Not For Profit Statute, Chapter 617, State of Florida.

ARTICLE I.

The name of the corporation shall be THE CHURCH OF THE GOOD SHEPARD OF COCOA, INC.

ARTICLE II.

This nonprofit corporation shall have perpetual existence.

ARTICLE III.

The specific purposes for which this corporation is organized is to operate a church in support of the public worship of the almighty God in furtherance of the historic Christian faith, to operate for religious purposes, and to engage in charitable activities consistent with said purposes.

ARTICLE IV.

The management and control of the Corporation shall be vested in its Board of Directors. The manner in which such management and control of the Corporation shall be exercised shall be set forth in the Bylaws of the Corporation which are to be adopted at the organizational meeting of the Corporation.

The initial officer(s) and/or director(s) of the Corporation is/are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Reba G. Freeman	President	1802 South Fiske Blvd.
	Secretary	Suite 101
	Sole Director	Rockledge, Fl 32955

ARTICLE V.

The address of the initial registered office of this Corporation in the state of Florida is: 1802 South Fiske Blvd., Suite 101, Rockledge, Fl 32955, and the name of the initial registered agent at that office is Reba G. Freeman. The initial registered office is also the principal place of business. The directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VI.

The names and address of the subscriber to these Articles is:

<u>Name</u>	<u>Address</u>
Reba G. Freeman	1802 South Fiske Blvd. Suite 101 Rockledge, Fl 32955

ARTICLE VII.

The Corporation is organized and operated exclusively for religious and charitable purposes within the meaning of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities nor have purposes not permitted (a) by a corporation exempt from Federal income tax under the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VIII.

In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this corporation, voluntarily or involuntarily, or by operation of law, or upon amendment of the Articles of Incorporation:

1. No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributed to its incorporators, directors, officers, or other private persons having a personal or private interest in the corporation, other than reimbursement of reasonable expenses rendered any person employed by the corporation and incurred in carrying out the purposes set forth in Article III hereof.

2. Except as expressly permitted and duly elected under the provisions of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law), the corporation shall be expressly prohibited from conducting or carrying on propaganda or otherwise attempting to influence the Legislature, or intervening in any political campaign on behalf of any candidate for public office, or any other activity not permitted to be carried on by a corporation exempt from federal income tax under the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law).

ARTICLE IX.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, the By-laws of the corporation may be altered, amended, rescinded, adopted or added to by appropriate action of the Directors of the corporation at a meeting of the Directors at a time and in the manner provided for in the By-laws.

ARTICLE X.

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, any amendment to the Articles of Incorporation shall be proposed, voted on, and adopted by resolution at the time and in the manner provided for in the Bylaws at an annual or special meeting of the Directors; and the resolution adopted shall be transmitted to the Secretary of State as provided in Chapter 617, Florida Statutes.

ARTICLE XI.

In the event of the disposition of any surplus or abandoned property of the corporation, or upon dissolution, voluntary or otherwise, the assets of the corporation shall not inure to the benefit of any member or individual, but shall be transferred to such publicly supported charitable organizations and/or governmental units as are then receiving or entitled to receive direct support from the Corporation pursuant to the purposes specified in Article III hereof and which shall have as its primary purpose those same responsibilities as specified

in Article III hereof. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this organization shall be distributed to a fund, foundation, or organization which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII.

Each officer, director, employee and agent of the corporation shall be entitled to indemnification and advancement of expenses by virtue of their acts on behalf of the corporation and to the full extent provided in Section 607.0850 and Section 617.028, Florida Statutes, as amended from time to time.

IN WITNESS WHEREOF, the undersigned being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Corporations Not-for-Profit Statutes, Chapter 617, State of Florida, does make and file these Amended and Restated Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set his hand and seal this 8th day of August, 2006.


REBA G. FREEMAN

STATE OF FLORIDA
COUNTY OF BREVARD

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 REBA G. FREEMAN to me personally known to be the person described in and who executed the foregoing instrument and acknowledged before that she executed the same, and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 8th day of AUGUST, 2006.



Linda B Morgan
My Commission DD148420
Expires October 21 2008


NOTARY PUBLIC, State of Florida
My Commission Expires: 10-21-06


**STATEMENT OF DESIGNATION AND ACCEPTANCE
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE**

THE CHURCH OF THE GOOD SHEPARD OF COCOA, INC..

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned as Incorporator THE CHURCH OF THE GOOD SHEPARD OF COCOA, Inc, hereby file this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered offices of this Corporation is 1802 South Fiske Blvd., Suite 101, Rockledge, Fl 32955 and the name of the initial registered agent of this Corporation at that address is Reba G. Freeman.

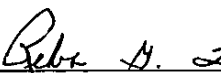
DATED this 8th day of August, 2006.


Reba G. Freeman

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I hereby accept appointment as the registered agent of THE CHURCH OF THE GOOD SHEPARD OF COCOA, INC., at the initial registered office of the Corporation at 1802 South Fiske Blvd., Suite 101, Rockledge, Fl 32955.

DATED this 8th day of August, 2006.


Reba G. Freeman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA