

06 SEP 18 PM 12:37

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000230439 3)))



H060002304393ABC.

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

bay community church of miami, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

6

H000002304/89

SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 SEP 18 PM 12:37

**ARTICLES OF INCORPORATION OF
BAY COMMUNITY CHURCH OF MIAMI, INC.**

We the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together for the purpose of God and in the non-profit form pursuant to the applicable corporations not for profit; and we hereby covenant and agree as follows:

ARTICLE I: NAME

The name of this non-profit church corporation shall be

BAY COMMUNITY CHURCH OF MIAMI, INC.,
It may, for convenience, be referred to as **BAY COMMUNITY CHURCH.**

ARTICLE II: LOCATION

It shall be located in Miami-Dade County, Florida. The principle place of business is

9855 SW 184th Street
Village of Palmetto Bay, Florida 33157

ARTICLE III: PURPOSES

3.01 Purposes. 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 of 1986, as amended. More particularly, the purposes of this Corporation are:

(a) *To make disciples of our Lord Jesus Christ by:*

1. **Communicating God's Message:** To declare the gospel of Jesus Christ to the world; and to cooperate heartily with other churches in prayer, gifts, and services to obtain this objective.
2. **Celebrating God's Presence:** To worship God, the Father, through Christ the Son of God, by the help of the Holy Spirit. To this end regular services of praise and worship will be maintained and private worship will be encouraged.
3. **Educating God's People:** To promote systematic Bible study and training for Christian service, and to encourage the use of God's gifts in God's service.
4. **Demonstrating God's Love:** To promote a living Christian concern for those in need through social action and

L17 00002304/89

involvement.

(b) To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.

(c) To handle affairs pertaining to property and other temporal matters as required by the civil authorities.

(d) This 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 this Corporation. Provided, however, no act may be performed which would violate Section 501 (c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

3.02 Limitations. In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and 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 its incorporators, officers or other private persons, 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 or reimbursement of expenditures) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or 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 of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) Notwithstanding any other provisions of these Articles, in the

event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or 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 of 1986, as amended, or 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 of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess building holdings" as defined by Section 4943 (c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) 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.

(d) Upon the liquidation, dissolution or winding up of the Corporation, the Vision Team of the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all Corporation to any organization designated by the Vision Team of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States)."

(e) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he/she is or was a director, trustee, officer, employee, agent, attorney or accountant of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee, agent, attorney or accountant of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in the best interests of the corporation, and, with respect to any criminal

action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which director, trustee, officer, employee, agent, attorney or accountant of the corporation may be entitled under any Bylaw, agreement, vote of members or otherwise.

ARTICLE IV: BOARD OF DIRECTORS: VISION TEAM

4.01 **Number and Term of Members:** Jesus Christ is the head of this church. The affairs of this church, both spiritual and secular, shall be directed by a Board of Directors which shall be referred to as the Vision Team. The members of the Vision Team shall consist of the Senior Pastor and, until changed by amendment of the Articles of Incorporation or by Bylaws duly adopted by the Church, such number of additional members as may, from time to time, be nominated and elected in accordance with Section 4.03 of this Article, provided that such number shall not be less than three (3), nor more than nine (9).

The Senior Pastor shall serve as the Chairman of the Vision Team and shall be present and preside at all Vision Team meetings. Each Vision Team Member shall hold office for no specific term of office. Upon election each team member shall be asked to serve for one year or until his successor is elected, appointed, or designated herein, and may serve successive terms. The Senior Pastor shall be a full voting member of the Vision Team.

4.02 **Powers:** The Vision Team shall also be considered the elders of the Church. The Vision Team shall have all of the rights, powers, and responsibilities of a board of directors pursuant to the Act, subject to any limitations under the Act, the Articles of Incorporation of the Church and the Bylaws. All corporate powers shall be exercised by or under the authority of the Vision Team. The Vision Team shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Vision Team shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Vision Team shall have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness.

4.03 **Nomination and Election:** The Senior Pastor shall nominate persons who he deems qualified to serve on the Vision Team. They shall meet the criteria established for elders as specified in 1 Timothy 3:2-7. In addition, the Senior Pastor may appoint a Nomination Advisory Team to report to the Senior Pastor regarding suitable nominees. The persons nominated by the Senior Pastor shall be presented to the church membership for election. Members of the Vision Team shall be natural persons, but need not be residents of Florida.

ARTICLE V: INITIAL BOARD OF DIRECTORS/OFFICERS

JOHN L. CHURCHILL	Pastor/President	8075 SW 205 Terrace Miami, Florida 33189
DANIEL LAMB	Vision Tm Member/ Vice President	2102 SE 17 Avenue Homestead, FI 33035
JUSTO RICO	Vision Tm Member/ Secretary	8820 SW 72 Street Apartment E123 Miami, Florida 33173
GUILLERMO RUSSO	Vision Tm Member/ Vice President	14621 Belgowan Road Apartment 104, Building 3 Miami Lakes, Florida 33016

The initial Registered Agent for Bay Community Church of Miami, Inc., is John L. Churchill, Pastor. His address is 8075 SW 205 Terrace, Miami, Florida 33189. Signature on the line below indicates that he accepts the designation as Registered Agent.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 SEP 18 PM 12:37
Agent

The Incorporator is John L. Churchill, 8075 SW 205 Terrace, Miami, Florida 33189.

W12000230439