

NO7000000581

GARY HALL
243 TIMBERLAND AVE
LONGWOOD, FL 32750

(Address)

(City/State/Zip/Phone #)

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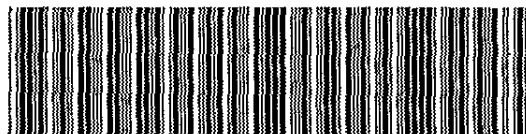
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 9, 2007

GARY HALL
243 TIMBERLAND AVE
LONGWOOD, FL 32750

SUBJECT: ORLANDO NORTH COMMUNITY CHURCH, INC.
Ref. Number: W07000001234

We have received your document for ORLANDO NORTH COMMUNITY CHURCH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your application is incomplete.

Signatures of the Registered Agent and Incorporator are required.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 245-6933.

Dale White
Document Specialist
New Filing Section

Letter Number: 107A00001833

(850) 488-9000

245-6052

Orlando North Community Church

7 Wooden Shoe Lane Longwood, Florida 32750

January 16, 2007

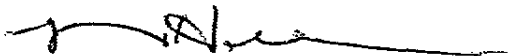
Mr. Dale White, Document Specialist, New Filing Section
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Dear Mr. White:

Per your rejection letter regarding the filing of our Articles of Incorporation dated January 9, 2007, I have enclosed our revised Articles with the signatures of the Incorporator and the Registered Agent on the last page.

Regarding the statutory requirement in which Directors are appointed or elected, I refer you to Article VII and Article VIII, Paragraph A of the enclosed Articles. Since we are a church and are governed by Elders, rather than Directors it is my understanding from legal counsel that these two Articles satisfy the statutory requirement regarding the appointment/election of Directors.

Should there be any problems with these specific Articles, feel free to call me at (407) 497-0957.



Gary L. Hall
Incorporator

**ARTICLES OF INCORPORATION
OF
ORLANDO NORTH COMMUNITY CHURCH, INC.
ADOPTED JANUARY 1, 2007**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

We hereby associate ourselves together for the purpose of constituting a Church, to operate in accordance with the laws of God and in a non-profit corporate form pursuant to the applicable provisions of the Statutes of the State of Florida relative to corporations not for profit; and we hereby covenant and agree as follows:

ARTICLE I – NAME; PRINCIPAL OFFICE; REGISTERED AGENT

- A. Name. The name of the Corporation is Orlando North Community Church, Inc.
- B. Principal Office. The principal office of the Corporation is 7 Wooden Shoe Lane, Longwood, Florida 32750.
- C. Registered Agent. The street address of the registered office of the Corporation is 7 Wooden Shoe Lane, Longwood, Florida 32750 and the name of the registered agent to accept service of process within the State of Florida at that address is Donald Robert Duford.

ARTICLE II – TERM OF EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III – PURPOSES AND STATEMENT OF FAITH

- A. General Purposes. The Corporation is organized exclusively for charitable, religious, educational, humanitarian, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B. Specific Purposes. The objectives and purposes for which this Church is constituted and this Corporation organized are:
- (1) To acknowledge and further the fact that all created things, including our lives, are for the sole purpose of bringing fame and glory to God. (Rom. 11:36)
 - (2) To disseminate the Gospel of Jesus Christ and the Word of God, to the

end that people may be evangelized and believers may be conformed to the image of Jesus Christ.

(3) To regularly assemble together the members of this Church for fellowship one with another both in large public congregations and in small groups in houses and other places, to worship God in Spirit and in truth and to cooperate in the building up of the whole Body of Christ. (Heb. 10:25)

(4) To provide basic New Testament discipleship.

(5) To involve every participant of this Church in its fellowship and activities and in the ministry of the Holy Spirit throughout the Body of Christ.

(6) To strengthen the family units so that the home life of each member is healthy and fruitful by Biblical standards.

(7) To perform the Sacraments of the Church which include to baptize believers in water by immersion, to celebrate the Lord's Supper and to perform other ministries which include but are not limited to the following: to anoint the sick with oil, to conduct weddings and funerals, and to dedicate infants.

(8) To act with charitable concern for and to help, not only the members of this Church, but also all people in need of any help which this Church can give, regardless of race, social position, or religious affiliation; to develop and carry out programs of social action for poor, widowed, orphaned, afflicted, imprisoned, underprivileged, or aged persons, both within and outside this Church.

(9) To pray for the needs of all people, for local and national leaders and governments, and for all that are in authority as instructed in I Timothy 2:1-3.

(10) To support and encourage communication and extension of the Christian life and witness by sound and comprehensive preaching and teaching of Biblical principles to all people, both within this Church and elsewhere, not only by conventional modes, but also by all means which will accomplish such communication, extension, teaching and preaching. This may include media of communication developed by modern technology. These purposes should also include to sponsor, participate in, conduct or engage in radio broadcasting, television broadcasting, the printing or reproduction and publication of recordings, books, and other materials, the establishment and operation of a school or schools, and the holding and conducting of seminars, study groups, workshops, and meetings, by either resident or traveling ministers; to receive offerings for such purposes, provided, however, that none of the foregoing shall be done for private profit; and to grant aid and pay reasonable compensation to persons, firms, and corporations for services actually rendered for such purposes.

(11) To equip believers to fulfill their respective functions as members of the

Body of Christ and to bring the whole Body of Christ to unity, maturity and completion.
(Ephesians 4:11-16)

(12) To assist in the establishment and maintenance of other churches or other institutions, and to send forth and maintain ministers, missionaries or other workers for the establishment and building up of such churches, or institutions, either domestic or foreign.

(13) To encourage and enhance unity throughout the Body of Christ. (Ps. 133)

C. Statement of Faith.

Following is a Statement of Faith for the Church:

We believe that there is one God, eternally existent in three persons: Father, Son and Holy Spirit.

We believe that the Bible is alone the infallible, inspired Word of God, and that its authority is ultimate, eternal and final. The Bible is the source of all doctrine, instruction, correction and reproof.

We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory.

We believe that salvation is a free gift from God based on the merits of the death, burial, and resurrection of Jesus Christ, God's Son, and is appropriated by faith.

We believe in the present ministry of the Holy Spirit by whose indwelling and filling the Christian is enabled to live a godly life. We believe in the anointing and baptism of the Holy Spirit by which His gifts and ministries are released through the Body of Christ, the Church.

D. Ordinances.

(1) The ordinances of Baptism by immersion in water (Matt. 28:19) shall be administered to all those who have repented of their sins and who have believed on the Lord Jesus Christ to the saving of their souls, and who give clear evidence of their salvation. (Rom. 6:3-5; Col. 2:12)

(2) The ordinances of the Lord's Supper shall be observed regularly as enjoined in the Scriptures. (Luke 22:19; I Cor. 11:23-26)

ARTICLE IV – INITIAL BOARD OF DIRECTORS

The names and residences of the initial board of directors to the Articles of Incorporation adopted January 1, 2007, were:

Donald Robert Duford	7 Wooden Shoe Lane Longwood, Florida 32750
Gary L. Hall	243 Timberland Avenue Longwood, Florida 32750
Glenn Williams	3715 Trails End Longwood, Florida 32779

ARICLE V – POWERS

The Corporation is empowered:

(1) To purchase, lease, rent, acquire, own, construct, maintain and operate, make improvements, hold properties in trust (subject to Florida Statutes Section 617.21), use, sell, convey, mortgage, or otherwise dispose of any real estate or chattels as may be necessary for the above purposes.

(2) To receive tithes, offerings, gifts, bequests and other income, and to solicit funds and raise money to fulfill the above stated purposes.

(3) To borrow money, issue bonds, debentures, notes or other obligations, secure monies so borrowed or in payment for property, or for any of the purposes stated above.

(4) Notwithstanding any other provision of these Articles, this Corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provisions of any future United States Internal Revenue law.

(5) To exercise the corporate powers as set forth in Florida Statutes Section 617.21 and any subsequent amendments thereto.

ARTICLE VI – MEMBERSHIP

A. Qualifications. The membership of this Church shall consist of all members listed on the Church's membership roll at any given time. Persons desiring membership in the Church shall be required to have fulfilled the following conditions:

- (1) Public confession of faith in Jesus Christ.
- (2) Water baptism.
- (3) Agreement with the Statement of Faith set forth in Article III hereof and agreement to be governed by these Articles and the By-Laws of the Corporation.
- (4) Such other requirements as determined by the Elders from time to time.

B. Voting Privilege Requirements. Voting privileges shall be extended to members who are eighteen (18) years of age or over.

C. Removal. Persons may be removed as members by the Elders due to:

- (1) Voluntary withdrawal by the member, or
- (2) Extended absence from meaningful participation in activities of the Church, or
- (3) Disciplinary reasons.

D. Quorum. Those voting members in attendance at a duly called and noticed special or regular meeting of the members shall constitute a quorum of members for that meeting.

E. Discipline. Discipline of Church members by the Elders shall be governed by Biblical guidelines and policies as established by the Elders.

ARTICLE VII – INITIAL ELDERS

Upon receipt of official notice from the Florida Department of State that these Articles of Incorporation have been filed with the State of Florida, the Board of Directors shall no longer exist. Thereafter, all of the affairs of the Corporation shall be directed by the Elders (the initial Board of Directors as prescribed in Article IV above shall become the initial Elders of the Church) and all of the duties of the Board of Directors described herein or as otherwise required by Chapter 617, Florida Statutes shall be carried out by the Elders.

ARTICLE VIII – ELDERS

A. Number; Selection. The number of Elders shall not be less than three (3). After appointment of the initial Elders, new Elders shall be elected from time to time by the unanimous vote of the Elders, subject to subsequent approval by a majority vote of the members of the Church in attendance at the next following annual

meeting or at any special meeting called for that purpose, provided due notice of such election has been given to the members at all public worship services held on the two (2) Sundays immediately preceding the date of such meeting. Each Elder so elected and approved shall be deemed appointed as an Elder of the Church.

B. Term of Office. Each Elder (with the exception of the Senior Pastor) shall hold office for a term until the annual meeting of the members of the Church which is at least three (3) years after the initial appointment of that Elder. Thereafter, every three (3) years the Elder must be re-approved by a majority vote of the voting members in attendance at the annual meeting of the members, after due notice to the members as provided in Part A above. Elders shall serve until death, resignation, removal by the Elders as provided herein, or failure to be approved by a majority vote of the members at the end of any three (3) year term. The Senior Pastor, upon his selection as provided in this Article VIII, shall be automatically and continuously deemed an Elder while serving as Senior Pastor. A Senior Pastor who resigns or is removed as Senior Pastor shall continue to serve as an Elder until he resigns or is removed as an Elder by the Elders. If the number of Elders becomes less than three (3), the remaining Elders shall identify and elect a qualified replacement, who may be approved by the members after due notice as provided above at a regular or special meeting called for that purpose.

C. Duties. The duties of the Elders shall be to "oversee" the Church as prescribed in the New Testament. The Elders shall be responsible for maintenance of scriptural discipline within the Church and its membership. The oversight responsibilities and duties of the Elders shall include, but are not limited to, directing all of the spiritual and business activities of the Church, directing the Senior Pastor and all associate pastors, and discipline of church members. The authority of the Elders in the Church shall be held as a body of Elders, and not as individuals. The Elders may delegate (and thereafter revoke) various duties and authority to the Senior Pastor, or to individual Elders, pastors or church members, as determined by the Elders from time to time. The Elders shall make every effort to act in unity with the Holy Spirit and one another, with fasting and prayer. Except as otherwise provided herein, all decisions of the Elders shall require the approval of at least two-thirds (2/3) of all the Elders. Salaries of all Church pastors shall be determined annually by a two-thirds (2/3) vote of the non-paid staff Elders, after consultation with the Senior Pastor.

D. Qualification of Elders. Each Elder must be a male voting member of the Church who meets Biblical standards for eldership (including but not limited to I Timothy 3:1-7) as determined by the Elders. Those Elders who are paid staff members of the Church shall at all times comprise less than fifty percent (50%) of the total number of Elders. If for any reason, the number of paid staff Elders becomes fifty percent or more of the total number of Elders, the Elders shall select a sufficient number of paid staff Elder(s) whose voting privileges as Elders shall be temporarily suspended in order to reduce the number of voting paid staff Elders to less than fifty percent (50%) of the total number of Elders until such time as a sufficient number of non-paid staff replacement Elders are appointed to regain a majority of non-paid staff Elders.

E. Removal of Elders. At any duly called meeting of the Elders, any Elder may be removed, with or without cause, by a vote of two-thirds (2/3) of the full membership of the Elders.

F. Quorum. Two-thirds (2/3) of the Elders present in person or by general proxy held by another Elder shall constitute a quorum for the transaction of business of the Elders. Except as otherwise required by law, the vote of two-thirds (2/3) of the full membership of the Elders (in person or by proxy) shall be the binding act of the Elders.

G. Compensation. Elders shall receive no pay for their services as Elders, but nothing herein contained shall be construed to preclude any Elder from serving the Church in any other capacity and receiving compensation therefore, e.g., the Senior Pastor.

H. Selection of Pastors. All of the pastors of the Church shall be selected, and may be removed, by the Elders. The selection of the Senior Pastor shall require the affirmative vote of three quarters (3/4) of all the Elders and the confirming vote of three quarters (3/4) of the voting members of the Church in attendance at a duly called special or regular meeting of the members. The Senior Pastor must be a man meeting the biblical qualifications to be an Elder. The tenure of the Senior Pastor shall be terminated by resignation, removal or death. A Senior Pastor may at any time be removed from that office by a vote of two-thirds (2/3) of all of the Elders. When a vacancy in the pastorate shall occur, pastoral leadership shall be arranged by the Elders until a new Senior Pastor shall be chosen.

ARTICLE IX – OFFICERS

The affairs of the Church shall be administered by its officers, which shall be President, Vice President, Secretary and a Treasurer, all of whom shall be Elders and such other assistant or other officers as determined by the Elders from time to time. The Elders shall elect the officers, who shall serve annual terms beginning on January 1st of each year, provided, however, that any person dealing with the Church shall be entitled to rely upon any documents signed on behalf of the Church by the President or Vice President with the corporate seal thereto affixed and attested to by the Secretary. The Senior Pastor shall be the President of the Corporation, and shall preside at all business meetings of the Church and meetings of the Elders. After appointment of the initial Elders, the initial officers shall continue to serve until their successors are elected by the Elders.

ARTICLE X – INITIAL OFFICERS

The initial Officers who shall manage the business of this Church until their successors are elected pursuant to Article IX hereof, are as follows:

NAME	TITLE	ADDRESS
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Donald Robert Duford	President	7 Wooden Shoe Lane Longwood, Florida 32750
Glenn Williams	Secretary	3715 Trails End Longwood, Florida 32779
Gary L. Hall	Treasurer	243 Timberland Avenue Longwood, Florida 32750

ARTICLE XI – ANNUAL BUSINESS OF THE MEMBERSHIP

A meeting of the membership shall be held annually, at which time a report of the activities and finances of the Church shall be presented to the Church membership. The date, time and location of the meeting shall be determined by the Elders.

ARTICLE XII – BY-LAWS

The By-Laws of this Church may be amended, altered or rescinded by a two-thirds (2/3) vote of the full membership of all of the Elders.

ARTICLE XIII – PROPERTY RIGHTS

A. Approval of Transactions. All property of the Church, real or personal, shall be taken, held, sold, transferred, or conveyed in the name of the Church. Without having been previously authorized by a majority vote of the voting members in attendance at a regular or special meeting of the membership, in either case after due notice of the proposed transaction having been given to the members at all public worship services held on the two (2) Sundays immediately preceding the date of the meeting, (i) no real or personal property with value in excess of Two Hundred Thousand and No/100 Dollars (\$200,000.00) shall be bought, sold, or otherwise alienated by the Church, (ii) no lease of real or personal property with total rent obligations in excess of Two Hundred Thousand and No/100 Dollars (\$200,000.00) shall be entered into by the Church, and (iii) no mortgage of Church property securing debt in excess of Two Hundred Thousand and No/100 Dollars (\$200,000.00) shall be given. The Two Hundred Thousand and No/100 Dollar (\$200,000.00) limit set forth above in this Part A shall be automatically increased on January 1 of each year by an amount equal to three percent (3%) of the limit in effect for the prior year, rounded to the nearest even Five Thousand and No/100 Dollar (\$5,000.00) increment.

B. Borrowing Limits. The Church shall have the power to borrow such sums as may be needed by the Church from time to time, provided that each borrowing transaction must be authorized by the Elders and by a majority vote of the voting members of the Church in attendance at a regular or special meeting of the membership, provided due notice of the proposed borrowing has been given to the

members at all public worship services held on the two (2) Sundays immediately preceding the date of the meeting.

ARTICLE XIV – ADVISORY COUNCIL AND FINANCES

A. Advisory Council. The Elders shall nominate potential members from the members of the Church to serve on an Advisory Council to provide spiritual and practical counsel to the Elders regarding matters of importance to the members of the Church. This counsel shall be provided to the Elders at periodic meetings, the dates and times of which shall be determined by the Elders. Prior to the nomination of each candidate to the Advisory Council, the members of the Church shall be given reasonable notice and opportunity to comment to the Elders as to the qualifications of the candidate. Each time an Advisory Council is appointed the Elders shall determine the number of members to serve on this Council and shall consist of those members receiving the highest number of votes from the voting members of the Church in attendance at a regular or special meeting of the membership, provided due notice of the vote has been given to the members at all public worship services held on the two (2) Sundays immediately preceding the date of the meeting. Members of the Advisory Council shall serve two (2) year terms or less as determined by the Elders and each Advisory Council appointed shall consist of a minimum of seven (7) members.

B. Distributions. No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its members, Directors, Elders, officers, or other private persons, except that the Church 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.

ARTICLE XV – MISSIONARY FUNDS

A minimum of ten percent (10%) of all general fund offerings shall be designated to support Home and Foreign missions in addition to all other designated missionary offerings.

ARTICLE XVI – DISSOLUTION

In the event of dissolution, winding up, or other liquidation of the assets of this Church, the residual assets of the Church will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose. These organizations or corporations shall be organizations or corporations whose expressed purposes are consistent with the Statement of Faith expressed in these Articles of Incorporation and By-Laws of Orlando North Community Church, Inc.

ARTICLE XVII – AMENDMENTS

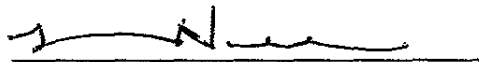
These Articles of Incorporation may be amended or changed by a resolution of the Elders which is subsequently approved by a two-thirds (2/3) vote of the voting membership of the Church in attendance at any regular or special meeting called for that purpose, provided due notice of such proposed change shall have been given to the members at all public worship services held on the two (2) Sundays immediately preceding the date of such meetings. Any such amendment or change shall become effective when such resolution is duly certified by the Secretary of the Church and filed with (and approved by) the Secretary of State of the State of Florida, and all related filing fees have been paid.

ARTICLE XVIII – INDEMNIFICATION

The Church shall indemnify any person who was or is a party to any proceeding (other than an action by the Church) by reason of the fact that he was a Director, Elder or officer of the Church (each in "Indemnitee"), against liability incurred in connection with such proceeding, including the appeal thereof, if he acted in good faith and in the matter he reasonably believed to be in, or not opposed to, the best interest of the Church and, with respect to any criminal action or proceeding, without reasonable cause to believe his conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he did not reasonably believe was in, or not opposed to, the best interest of the Church or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his conduct was unlawful. Unless otherwise provided when authorized or ratified, indemnification as provided in this Article XVIII shall continue as to a person who has ceased to be an officer, director or Elder and shall inure to the benefit of the heirs, executors and administrators of such a person, unless otherwise provided when authorized or ratified. No amendments to the provisions of the Article XVIII shall be applicable as to any party eligible for indemnification hereunder who has not given his prior written consent to such amendment.

ARTICLE XIX – DISPUTE RESOLUTION

Any disputes between a Church member and the Church shall be resolved through mediation, and if necessary thereafter by binding arbitration, according to procedures reasonably established by the Elders.



Gary L. Hall
Incorporator



Donald Robert Duford
Registered Agent

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