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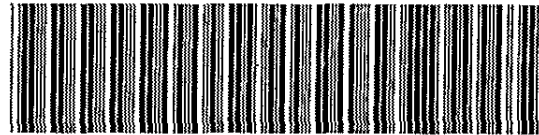
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2007 MAR 12 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

C-8.3-13

March 7, 2007

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

**Subject: Redeeming Grace Church, Inc.**

Enclosed are an original and one (1) copy of the Articles of Incorporation for Redeeming Grace Church, Inc., and a check for eighty-seven and fifty cents (\$87.50) for the following:

1. Filing Fee: \$35.00
2. Designation of Registered Agent: \$35.00
3. Certified Copy: \$8.75
4. Certificate of Status: \$8.75

Thank you for your assistance and please do not hesitate to contact me if you have any questions or concerns regarding this communication.

Best Regards,

Roger M. Simpson, III  
4191 Caledonia Avenue  
Apopka, FL 32712  
Ph. 949-735-2750  
E-mail: [rsimpson@wirelesslegal.com](mailto:rsimpson@wirelesslegal.com)

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**ARTICLES OF INCORPORATION**  
**OF**  
**REDEEMING GRACE CHURCH, INC.**

2007 MAR 12 PM 4:37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**In Compliance with Chapter 617, F.S., (Not for Profit)**

**THE UNDERSIGNED, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:**

**WITNESSETH:**

**ARTICLE I**  
**NAME**

The name of the corporation is:

**REDEEMING GRACE CHURCH, INC.**

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**4191 CALEDONIA AVENUE, APOPKA, FLORIDA 32712**

**ARTICLE III**  
**DURATION**

This corporation not-for-profit shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE IV**  
**PURPOSES**

The purposes for which the corporation is organized are exclusively charitable, religious, scientific, literary, educational, and the promotion of human rights within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code.

Such purposes involve the dedication of this corporation to the preaching and teaching the Gospel of Jesus Christ by every possible means. The basic, non-alterable and fundamental doctrine of this corporation shall be as following:

1. The Holy Bible is inspired of God and is the infallible, inerrant message of the Creator to all mankind.

2. There is one ever-living, eternal God as proclaimed in Deuteronomy 6:4 "Hear O' Israel, the LORD our God is one LORD." This God, who is the Creator of the Universe has made Himself known as mankind's Heavenly Father and Savior through His Son, Jesus Christ, Who was born of Mary, a virgin, crucified by Pontus Pilate, buried, but rose from the dead after the third day of His death and has ascended back to His throne in heaven from which He has shared His Holy Spirit (nature) with all mankind.
3. The forgiveness, pardon and washing away of sins and mankind's redeemed standing and restored relationship with his Creator is received through faith in Jesus Christ's substitutionary death, burial and bodily resurrection from the dead. This faith in the Good News of Jesus Christ is expressed through mankind's repentance from sin, submission to water baptism by immersion in the name of the Lord Jesus Christ, and receiving the gift of God, the Holy Spirit as demonstrated in the history of the church found in the Holy Bible in The Acts of the Apostles Chapter 2 verses 1 through 4 and verses 36 to 41, Chapter 10 verses 36 through 48, and Chapter 19 verses 1 through 6.
4. The result of the above-mentioned experience, referred to by Jesus Christ in the Gospel of St. John Chapter 3 verses 1 through 7, as being "born again," is the endowing of God's unmerited favor, which affords the believer to fulfill mankind's first and foremost essence of existence: "And Jesus answered him, "The first of all the commandments is Hear O' Israel, the Lord our God is one Lord: And you shall love the Lord your God with all of your heart, with all of your soul, and with all of your mind and with all of your strength: this is the first commandment. And the second is like, namely this, You shall love your neighbor as yourself. There is none other commandment greater than these." The Gospel of St. Mark, Chapter 12 verses 29 through 31.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code.

#### **ARTICLE IV** **DIRECTORS**

This corporation not-for-profit is organized on a non-stock basis. Membership into the corporation shall be appointed by the Board of Directors. The following persons shall serve as the initial Directors and constitute the Board of Directors:

Roger M. Simpson, III, 4191 Caledonia Avenue, Apopka, FL 32712  
Cheryl R. Simpson, 4191 Caledonia Avenue, Apopka, FL 32712  
Arling M. Alexander, 1845 Meadowbrook Road, Altadena, CA 91001

#### **ARTICLE V** **QUORUM FOR DIRECTOR'S MEETINGS**

Unless otherwise provided for in this corporation's by-laws, a majority of the Directors entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of the Directors.

**ARTICLE VII**  
**CORPORATE GOVERNANCE**

1. **Board of Directors**

- (a) The affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the Pastor, but shall never be less than three.
- (b) The Board of Directors shall exercise such powers as are designated by the Pastor; provided however, that they shall have all powers required under the Internal Revenue Code of 1986, as amended, or any successor legislation, in order to meet applicable restrictions over control of finances required so that the income of this corporation shall not be solely attributable to the Pastor.

2. **Method of Electing Directors**

The Directors to serve after the initial Directors shall be appointed by the then serving Board of Directors chosen from among the members, to serve at the pleasure of the Board of Directors.

3. **Officers**

The day to day affairs of this corporation shall be managed by the following officers:

- (a) The Pastor – who shall serve as chief executive and chief operating officer, and shall exercise all powers traditionally associated with such offices and with the traditional corporate offices of chairman of a board of directors and president of a corporation. The Pastor shall also exercise the elective role normally associated with corporate boards of directors and shall elect the Directors and officers of this corporation.
- (b) The Pastor shall designate such other officers as he may deem required, including one or more vice presidents, a secretary and a treasurer, and shall assign to each office such powers and duties as he determines are in the best interest of this corporation.
- (c) The initial Pastor is Roger M. Simpson, III, and his current address is 4191 Caledonia Avenue, Apopka, Florida 32712. The initial Pastor shall, until his resignation, serve as the Pastor of this corporation.

**ARTICLE VIII**  
**INDEMNIFICATION**

The corporation shall indemnify its officers and Directors and authorized agents for all liabilities incurred directly, indirectly or accidentally to services performed for the corporation to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE IX**  
**LIMITATION ON MEMBER SUITS**

Members or former members shall not have a cause of action against the corporation's officers or Directors as a result of any action taken, or as a result of their failure to take action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, are required to most fully give legal effect to its intent.

**ARTICLE X**  
**LIQUIDATION ON DISSOLUTION**

In the event of dissolution, the residual assets of this corporation will be turned over to one or more organizations which are exempt as organizations described in Sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1986, as amended, or corresponding section of any prior or future law; or to the federal government or a state or local government for exclusively public purposes.

**ARTICLE XI**  
**AMENDMENT OF ARTICLES OF CORPORATION AND BYLAWS**

Power to amend these Articles of Incorporation or the bylaws of this corporation shall be vested in the Board of Directors, provided however, that no amendment may be adopted unless it is recommended by the Pastor to the Board of Directors and approved by a majority of the Directors. All amendments to these Articles of Incorporation or the bylaws shall be passed by a two-thirds vote of the Board of Directors.

**ARTICLE XII**  
**INITIAL REGISTERED OFFICE, REGISTERED AGENT & PRINCIPAL ADDRESS**

**12.1 Registered Office & Registered Agent**

The street address of the initial registered office of this Corporation is 4191 Caledonia Avenue, Apopka, Florida 32712; and the name of the initial registered agent of this corporation at such address is Roger M. Simpson, III. By execution of this instrument, Roger M. Simpson, III, hereby represents that:

**HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION NOT-FOR-PROFIT AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND OCMLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.**

12.2 Principal Office, Mailing Address and Telephone Number

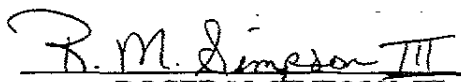
- (a) The corporation's initial principal office address will be 4191 Caledonia Avenue, Apopka, Florida 32712.
- (b) The corporation's initial mailing address will be 4191 Caledonia Avenue, Apopka, Florida 32712.
- (c) The corporation initial telephone number will be \

**ARTICLE XIII**  
**INCORPORATORS**

The name and address of the corporation's incorporator is Roger M. Simpson, III, whose current address is 4191 Caledonia Avenue, Apopka, Florida 32712.


IN WITNESS WHEREOF, I have subscribed my name this 8<sup>th</sup> day of March, 2007.

  
\_\_\_\_\_  
ROGER M. SIMPSON, III  
INCORPORATOR

  
\_\_\_\_\_  
ROGER M. SIMPSON, III  
REGISTERED AGENT

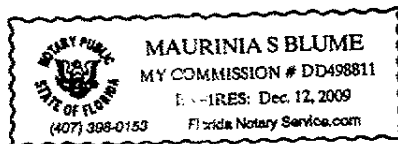
STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Roger M. Simpson, III, who I personally known to me or who has produced Fl. Drivers License as identification, and who did/did not affirm the foregoing this 8 day of March 2007 2007.

  
\_\_\_\_\_  
Notary Public

Maurinia S. Blume  
\_\_\_\_\_  
Printed Name

[SEAL]





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

**PURSUANT TO THE PROVISIONS OF SECTIONS 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is:

**REDEEMING GRACE CHURCH, INC.**

2. The name and address of the registered agent and office is:

ROGER M. SIMPSON, III

(NAME)

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

4191 CALEDONIA AVENUE

(STREET ADDRESS)

APOPKA, FLORIDA 32712

(CITY/STATE/ZIP)

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.

R. M. Simpson III  
(SIGNATURE)

3-08-07  
(DATE)

FILED  
2007 MAR 12 PM 4:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA