

NO7000002655

(Requestor's Name)

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(Business Entity Name)

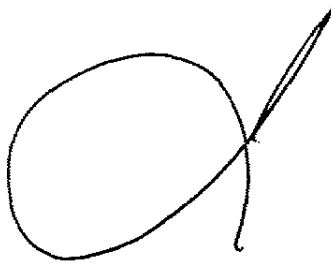
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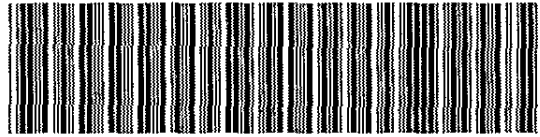
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: BAY AREA STUDIOS Jr. COMPANY AND FOUNDATIONS CORPORATION  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: HERMAN G. ADAMS JR  
Name (Printed or typed)

2002 1ST ST. S. E  
Address

ST. PETERSBURG, FL 33705  
City, State & Zip

727 821-2024  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

*It is an abomination for kings to commit wickedness, For a throne is established by righteousness. Righteous lips are the delight of kings, And they love him who speaks what is right. Proverbs 16:12-13 N.K.J.V.*

## **ARTICLES OF INCORPORATION OF BAY AREA STUDIOS FOUNDATIONS CORPORATION**

### **A NON - PROFIT CORPORATION**

Notice is here by given that the undersigned incorporators, all being of full age, have agreed to combine themselves together for the purpose of shaping a corporation not for profit, without capital stock, under the provisions of chapter 607 and 617, Florida Statutes, and we do hereby compose, donate to, recognize and file these Articles of Incorporation:

#### **ARTICLE I NAME**

The name of this corporation shall be: Bay Area Studios Foundations Corporation

#### **ARTICLE II PRICIPLE OFFICE**

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

**Place of Business**

2002 1<sup>st</sup> Street Southeast  
St. Petersburg, Fl. 33705

**Mailing Address**

Post Office Box 1807  
St. Petersburg, Fl. 33731

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#### **Enabling Law**

The general nature of business to be transacted by this corporation and the purpose for which it is organized is to own, purchase, hold, manage, lease, mortgage, pledge and otherwise handle and dispose of such real estate and personal property as shall be authorized and directed by the unincorporated body of **Bay Area Studios Foundations Corporation**, hereinafter known as said body; and to do any and all other business, acts, and things as may be allowed under the laws of the state of Florida and authorized by said body according to the Bylaws of the unincorporated body.

#### **ARTICLE III PURPOSES**

This corporation is structured exclusively for spiritual, educational, and charitable purposes, more specifically;

- A) A Christ-Centered foundation aimed to reach youths willing to listen, learn and grow and develop biblical moral character. Enhancing and cultivating natural abilities and skills to Glorify God and to bless (help and serve) others through various projects and productions.
- B) Helping youths to become teachable through the Word of God by attaining wisdom, discipline and management for a prudent life. Engaging parents and/or surrogates to be fully involved in the structured ministries related to youth in obtaining and valuing the knowledge of our Lord and Savior Jesus Christ.

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- C) Our ambassadors shall edify and provide hope through love, guidance, protection, and provisions. We are willing to partner with local, regional and national groups, private and public and local, state, and federal government agencies to strengthen our effort that shares a common vision to strengthen youth and families in Christ.

To this end, the corporation shall at all times be operated exclusively for one or more purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

#### Section 1

This Corporation is formed and shall be operated exclusively for spiritual (religious), charitable and educational purposes; qualifying as an exempt corporation under section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future United States Revenue Law. Said corporation shall provide biblical teaching, guidance and instruction.

#### Section 2

All income and assets of the said Corporation above shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors. This Corporation shall have no capitol stock and shall pay no dividends to its incorporators, directors, officers or associates. In addition, no part of the income of the Corporation shall be distributed to its incorporators, directors, officers or associates; provided that the Corporation may pay a practical amount to its incorporators, directors, officers or associates for services provided and may bestow benefits upon its incorporators, directors, officers or associates in compliance with its purposes.

#### Section 3

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Third hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE IV THE APPOINTMENT OR ELECTION OF DIRECTORS/OFFICERS**

The manner in which directors are elected or appointed shall be: The Incorporator shall appoint the initial Directors. Future Director vacancies shall be appointed by a majority agreement of all current

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directors. The number of Directors may be fixed by the by-laws, but shall be no less than 3 and no more than 9 Directors.

Directors may be removed due to lack of involvement or by standards according to fixed bylaws; husband and wife counts as one agreement.

The term for which this corporation shall exist shall be perpetual.

## **ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

The number of initial directors of this corporation is four (4). Their names and addresses are as follows:

### **Executive Director**

Herman G. Adams Jr.  
2002 1<sup>st</sup> Street Southeast  
St. Petersburg, Fl. 33705

### **Director**

Melanie T. Coney  
2626 67<sup>th</sup> Avenue South  
St. Petersburg, Fl. 33712

### **Director**

Monica D. Hardwick  
510 3<sup>rd</sup> Street North Apt C  
St. Petersburg, Fl. 33701

### **Director**

Tederick Young  
5301 2<sup>nd</sup> Avenue South  
St. Petersburg, Fl. 33707

## **ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Herman G. Adams Jr.  
2002 1<sup>st</sup> Street Southeast  
St. Petersburg, Fl 33705

## **ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Herman G. Adams Jr.  
2002 1<sup>st</sup> Street Southeast  
St. Petersburg, Fl 33705

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## ARTICLE VIII BYLAWS; AMENDMENTS OF ARTICLES

The By-Laws of the Corporation shall be prepared, modified or annulled by a corporate agreement of the directors and officers at a regular meeting.

- 1.1 Regular Meeting. Regular meetings are held each month.
- 1.2 Special Meeting. Special meetings of the corporation can be held for any purpose.
- 1.3 Place of Meeting. The board of directors may designate any place for meeting.
- 1.4 Management. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of no less than three persons. Directors will be appointed or removed in accordance within fixed bylaws of said corporation; all final agreements/decisions shall be biblical.

Any Bylaws shall be adopted, altered, amended, or repealed in a manner consistent with section 617.0206, Florida Statutes. These articles shall be amended in a manner consistent with section 617.1002, Florida Statutes.

## ARTICLE IX

### **DISSOLUTION OF ASSETS**

The corporation shall dissolve or otherwise terminate at an agreed time set by the Board of Directors. Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, association, foundation or corporation, which is organized and operated exclusively for spiritual (religious) charitable, and educational purposes, which are exempt as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal Government, or to a State or Local Government for exclusive community (public) purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes.

\*\*\*\*\*  
Having being named as registered agent to accept service of process for the above stated at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature/Registered Agent

Signature/Incorporator

Date

Date

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

3/9/07  
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