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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 MAY -8 PM 3:29

FILED

T. Burch MAY 10 2007

**Willie J Jones**

Willie J. Jones  
2261 NW 58th Street

Phone: 305-634-7796  
FAX: 305-634-1224  
e-mail: bishopjones40@hotmail

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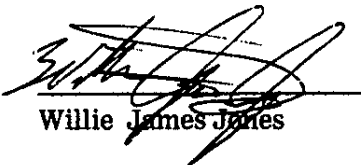
Tuesday, May 01, 2007.

Department Of State  
Division Of Corporations  
Office Building  
2261 Executive Center Circle  
Tallahassee, Florida 32301

Dear Ladies or Gentlemen

Please find enclosed a check in the amount of \$ 78.75 for the Article of Incorporation for Tuesday, May 01, 2007. Soul Reapers Pentecostal Church Inc. Please forward all documents to ,2261 NW 58 Street, Miami, Florida 33142; in care of Willie Jones. Sending information to any other address will delay processing efforts. The expedience of the these documents will be greatly appreciated. For there is a dead line that these documents must accompany.

Thank you for your corporation and understanding.



Willie James Jones

FILED

2007 MAY - 8 PM 3:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SOUL REAPERS PENTECOSTAL CHURCH, INC.**  
***(A Florida Corporation Not for Profit)***

*We, the undersigned Subscribers to, these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together for the purpose of constituting a church, to, operate in accordance with the Laws of God and in a not for profit, and we hereby covenant and agree as follows,*

**ARTICLE I - NAME**

The name of the Corporation shall be **Soul Reapers Pentecostal Church, Inc.**

**ARTICLE II - TERM OF EXISTENCE**

The Corporation shall have a perpetual existence unless dissolved according to law.

**ARTICLE III - PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational and other purposes within the scope of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

1. The Corporation shall erect and or receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the principal thereof exclusively for charitable, educational, religious, 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, as the same may be amended.

2. The specific purposes for which the corporation is organized are described as follows:

- To hold services of divine worship, prayer meetings, evangelistic meetings, bible study, seminars, conferences, and teachings of the Gospel. To perpetuate and promote love and Christian Fellowship in the membership of our churches and to promote aggressiveness in laboring for Christ's Cause.

## **ARTICLE VI - SUBSCRIBERS AND INCORPORATORS**

The names and addresses of the subscribers and incorporators of Soul Reapers Pentecostal Church, Inc. are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Cleveion Ferguson Jr., President	6532 Fletcher Street Hollywood, Florida 33023
Cleveion Ferguson Sr., Vice-Pres.	966 2 <sup>nd</sup> Texas Road Saint George, SC. 29477
Joyce L. Ferguson, Director	6532 Fletcher Street Hollywood, Florida 33023
Jeannetta M. Harris, Director	17945 NW 43 <sup>rd</sup> Court Miami, Florida 33055
Eartha Griffin, Secretary	996 2 <sup>nd</sup> Texas Road Saint George, SC. 29477

## **ARTICLE VII - MANAGEMENT**

The President of the corporation will manage the business of the corporation and shall have direct operational responsibilities for the corporation. The President will be elected at the annual meeting.

## **ARTICLE VIII - OFFICERS**

The affairs of this corporation shall be administered by its officers, which shall be a President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board of Directors, and such assistants or administrative officers as are determined by the Board of Directors: provided however, that any person dealing with the corporation shall be entitled to rely upon the documents signed on behalf of the corporation by its President. The initial officers of this Corporation shall be as follows

To the end of the foregoing objectives and purposes and any related religious and charitable purposes and any related religious, charitable, and may be carried out, performed and accomplished this church corporation shall have the power to engage only in such activities as shall not constitute business unrelated to its religious, benevolent, charitable, literary and educational purposes. It shall engage only in such activities as are permitted to be carried on by corporation whose income is exempt from taxation pursuant to Section 501(c) (3), Florida Statutes, and contributions to which are deductible pursuant to diction 107 (c) (2) of the Internal Revenue Code of 1986 or corresponding provision any future United States Internal Revenue Code subject to provisions of section 741.07 Florida Statutes and to any rules or by-laws which may be adopted by the Board of Directors, the Board of Directors this church corporation shall be authorized to conduct weddings and funerals Any Provision elsewhere these Articles of Incorporation to the contrary notwithstanding this corporation shall engage in, act to shall any of its assets be used or applied to activities which constitute carrying on of propaganda, attempting to influence legislation or participating in or intervening in any political campaign on behalf of any candidate for public office, nor shall any part of its earnings or assets inure to the benefit of any private member, except-for reasonable compensation for services actually rendered. Subject to the foregoing limitations and subject specifically to the provisions of Florida Statutes Section 617.021. The purposes set forth in Article III herein shall likewise be constructed as powers.

Moreover, any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided the employees, directors, or officers of Soul Reapers Pentecostal church, Inc., will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

## **ARTICLE V - QUALIFICATION OF MEMBERSHIP**

The qualification of the members and the manner of their admissions are as follows, to-wit: Such persons shall be qualified to become members as shall be approved by a majority of the Board of Directors and admissions by such a majority vote, and the membership of the corporation shall consist at all times of the members of the Board of Directors then in office and their successors.

- To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned. To solicit funds and donations in kind and form time to time to further the purposes of this Corporation.
- To borrow money and to issue evidence of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien. To apply for, obtain and contract with any federal, state, or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this Corporation.

## **ARTICLE IV - POWERS**

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes, unless limited, are as follows:

The Corporation shall have the power either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other entities or organizations whose activities are such as to further, accomplish, foster, or attain any of such purpose. Notwithstanding any thing provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage herein to the contrary, the corporation exempt purposes of organization set forth in section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the clause hereto. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation. The Corporation will exercise only those rights and powers conferred by the laws of the State of Florida upon not for profit corporation.

Notwithstanding any other provision of these article, this organization shall not carry on any activities not permitted to be carried on by an organization exempt form Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue Law. The Corporation will exercise only those rights and powers conferred by the laws of the State of Florida upon nonprofit corporation.

## **ARTICLE IX - BOARD OF DIRECTORS**

The Board of Directors is that group of persons vested with the management of both the spiritual and secular business and affairs of this corporation, subject to the law, the Articles of Incorporation and the By-laws. The name and street address of the initial directors of this corporation, who shall hold office for the first year or until his/her successor or successors are elected and have qualified, shall be:

### **NAME**

### **ADDRESS**

Cleveion Ferguson Jr., President

6532 Fletcher Street  
Hollywood, Florida 33023

Cleveion Ferguson Sr., Vice-Pres.

966 2<sup>nd</sup> Texas Road  
Saint George, SC. 29477

Joyce L. Ferguson, Director

6532 Fletcher Street  
Hollywood, Florida 33023

Jeannetta M. Harris, Director

17945 NW 43<sup>rd</sup> Court  
Miami, Florida 33055

Eartha Griffin, Secretary

996 2<sup>nd</sup> Texas Road  
Saint George, SC. 29477

The number of directors of this corporation shall not be less than three (3) at any time. Until further amendment of the By-Laws, the number of Directors may vary from time to time between a minimum of three (3) and a maximum of nine(9)with the amount to be determined by the vote of two-thirds (2/3) of the incumbent directors. The Board of Directors shall be elected as provided in the bylaws of the corporation.

## **ARTICLE X - Principle Office And Registered Agent**

The initial registered office of Soul Reapers Pentecostal Church, Inc. is:

995 North Miami Beach Blvd. (NE 167<sup>th</sup> St.)  
Suite # 116  
North Miami Beach, Florida 33162

The name of the initial registered agent of the Corporation at the address is Cleveion Ferguson Jr. (President)

.....  
*Having been named as registered agent to accept service of process of the above stated corporation 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.*

  
Cleveion Ferguson Jr.

4/30/07  
Date

Signature/Registered Agent  
995 North Miami Bch. Blvd. STE# 116  
North Miami Beach, Florida 33162

## **ARTICLE XI - AMENDMENTS**

The power to alter, amend, or repeal the Articles of Incorporation of this corporation is vested in the Board of Directors. Such action must be taken as specified in the Articles of Incorporation, or pursuant to a Resolution approved by a majority of its vote of the Board of Directors. Only one signature is required.

## **ARTICLE XII - BY-LAWS**

The Board of Directors shall provide the By-laws for the conduct of its business and the business of this church corporation as the Board of Directors may deem necessary from time to time. Such By-laws may be amended, altered or rescinded by a majority of its vote of the Board of Directors present at any regular meeting or any special called meeting for that purpose.

## **ARTICLE XIII - DISSOLUTION**

This corporation may be dissolved only pursuant to the agreement of two-thirds (2/3) of the Board of Directors. In the event of such dissolution, the Board of Directors shall, after Paying or making provision of for payment of all the corporation, of the liabilities dispose of all assets of the corporation exclusively for the purposes of the to such corporation, such manner or organization



or organizations organized and operated exclusively for charitable, educational, religious purposes or scientific shall at the time qualify an exempt organization. Organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue Law as the Board of Directors shall determine. Any of such assets not so disposed of shall be by the Circuit Court (or equivalent thereof) in the County in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations as the said court shall determine, which at, organized and operated exclusively for such purposes. .

Upon dissolution of the Corporation, the Board of Directors shall, after paying making provision of for payment of all the corporation, of the liabilities dispose of all assets of the corporation exclusively for the purposes of the to such corporation, such manner or organization or organizations organized and operated exclusively for charitable, educational, religious purposes or scientific or No person, firm, or corporation shall ever receive any dividends or profit from the undertakings of this corporation, and upon dissolution of this corporation, assets shall be distributed for one or more exempt purpose within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code or shall be distributed to the Federal, State or local government for public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the corporation is then located exclusively for such purposes.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior provision or of any future Internal Revenue Code, or to the Federal, State of local government for exclusive public purpose. Establishment of Other Churches this ministry has a vision to see the gospel preached all over the world. Our goal is to establish other churches in other cities, states and international as the Lord leads and directs us. Upon dissolution of this Corporation, assets will be distributed for one or more exempt purposes "within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code) or shall be distributed to the Federal, State or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the corporation is then located, *exclusively* for such purposes.

## **INDEMNIFICATION**

The Corporation shall indemnify a director of officer of the Corporation who was holly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director of officer is or was a incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer,

employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation.

The Corporation also may pay for or reimburse the reasonable attorney fees any expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto.

Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

## **CONFLICT OF INTEREST**

Any director, officer, or employee who has an interest in contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest.

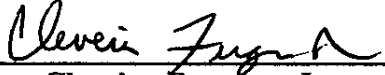
The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such persons must not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussion or deliberation with respect to such contract or transaction. The President under the direction of the Holy Spirit shall make the final decision.

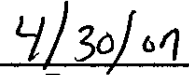
Such persons may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the absenteeism from voting and participation, and whether a quorum was present.

IN WITNESS WHEREOF, for the purpose of constituting a church operated a corporate not for profit form under the provisions of Chapter 617 of the Florida Statutes, the undersigned, constituting one of the incorporators of this Corporation, have executed these Articles of Incorporation this 30th day of April, 2007.

#### **ACKNOWLEDGE OF REGISTERED AGENT**

The undersigned does hereby acknowledge appointment and as by these presents does accept appointment to act on behalf of **SOUL REAPERS PENTECOSTAL CHURCH, INC.**, as the registered agent and does certify that his/her address is:

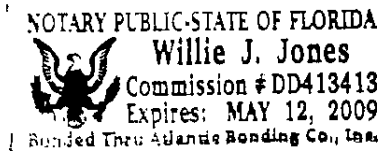
  
\_\_\_\_\_  
**Cleveion Ferguson Jr.**  
**Signature/Registered Agent**  
6532 Fletcher Street  
Hollywood, Florida 33023

  
\_\_\_\_\_  
**Date**

**STATE OF FLORIDA**

**COUNTY OF DADE**

The foregoing Articles of Incorporation of SOUL REAPERS PENTECOSTAL CHURCH, INC., a Not – for – Profit Corporation, pages 1-10 was acknowledged before me this 30th day of April, 2007, by CLEVEION FERGUSON JR, as one of the Incorporators of SOUL REAPERS PENTECOSTAL CHURCH, INC. WITNESS my hand and official seal in the County and State above set forth, the April 30, 2007.



**My Commission Expires:**

*MAY 12, 2009*

  
\_\_\_\_\_  
**NOTARY PUBLIC, STATE OF FLORIDA**  
**AT LARGE (Signature)**

*Willie J. Jones*  
\_\_\_\_\_  
**Notary's Printed Name**