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TALLAHASSEE, FLORIDA

6-21-07
CC

McKEE AND McKEE, P.C.

ATTORNEYS AND COUNSELORS AT LAW

CHRISTOPHER J. McKEE
BRUCE D. McKEE*

3820 MANSELL ROAD, SUITE 250
ALPHARETTA, GA 30022
TELEPHONE (770) 640-1640
FACSIMILE (770) 640-1184

*ALSO ADMITTED IN ILLINOIS

June 19, 2007

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Organization for CFC Development, Inc.

Dear Sir:

Please find enclosed an original and a conformed copy of articles of incorporation for the above-referenced not-for-profit corporation, along with a check for the filing fee, registered agent designation fee and a certified copy of \$78.75.

Please file the original articles, and then file-stamp the conformed copy and return it to me in the enclosed Federal Express envelope.

Thank you.

Sincerely,



Bruce D. McKee
Attorney for CFC Development, Inc.

Enclosures

CONFIDENTIAL: This facsimile contains confidential information which may also be legally privileged. Each page of this facsimile and the information on any page are intended only for the use of the recipient named above. If you are not the intended recipient, you are hereby notified that any dissemination or copying of this facsimile, or the taking of any action in reliance on any of the information herein is strictly prohibited. If you have received this facsimile in error, please notify us immediately by telephone and return the entire facsimile to us at the above address at our cost via the U.S. Postal Service. Thank you.

ARTICLES OF INCORPORATION OF

CFC DEVELOPMENT, INC.

A NONPROFIT CORPORATION

ARTICLE I. NAME

The name of the corporation is:

CFC Development, Inc.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act as amended.

ARTICLE III. PURPOSES

The Corporation is intended to qualify as an organization described in Section 501(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) and is organized exclusively for the purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to Christian Family Chapel of Jacksonville, Florida, Inc. (the "Church"), a Florida nonprofit corporation, or if such corporation has ceased to exist or to qualify as an exempt organization under Section 501 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United

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States internal revenue law), to an organization which itself is exempt under Section 501 of the Internal Revenue Code. For purposes of these Articles of Incorporation, the Church ceases to exist when its members or another body empowered to approve its dissolution expressly does so, and the appropriate person or agency of Florida government dissolves it.

ARTICLE IV. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation may inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; except that the corporation is 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. The corporation may not have capital stock or shareholders.

Section 2. No Lobbying. No part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 3. No Political Campaigning. The corporation may 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.

Section 4. Irrevocable Dedication. The income and assets of the corporation are irrevocably dedicated to its exclusive purposes.

ARTICLE V. DIRECTORS

Section 1. **Number.** The Board of Directors must consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

Section 2. **Identification of Appointment Committee and Devolution of Powers to Directors.** For purposes of these Articles of Incorporation, the "Appointment Committee" consists of the board of elders of the Church, ex-officio, and any replacement person or group, regardless of name, charged by the members of the Church to exercise the powers granted to the Appointment Committee herein. If at any time the Church has affirmatively dissolved, then all powers granted by these Articles of Incorporation to the Appointment Committee will devolve to the Board of Directors (including the power to appoint its members) and the Appointment Committee will cease permanently to have such powers. An action of the Appointment Committee or the members of the Church is effective, under these Articles of Incorporation, if taken in accordance with the requirements (quorum, percentage of votes, etc.) prescribed for such action in or in accordance with the governing documents of the Church, whether prescribed specifically for action under these Articles or generally for action as a governance body of the Church. (Requirements for effective action by a governance body of the Church, such as the board of elders, apply to action of the Appointment Committee if the members of such body serve ex-officio as the Appointment Committee.) If the requirements for effectiveness of a particular action are not so prescribed, the action is effective if taken in accordance with the

requirements for effective action of the Board of Directors of this Corporation, provided that a quorum is not required to be a minimum of two persons.

Section 3. Powers. The Board of Directors governs the corporation, and has all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers include, but are not limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States, provided that no such Bylaws or amendment to the Bylaws will be effective unless expressly approved by the Appointment Committee.

Section 4. Term. The term of each member of the Board of Directors is as established in the Bylaws.

Section 5. Election. Directors are elected by the Appointment Committee upon the expiration of a Director's term or a vacancy for any reason (including positions created by an increase in the number of Directors). If both the Appointment Committee and the Board of Directors are unable to select a successor Director(s), the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the Corporation is then located may appoint such successor(s).

Section 6. Amendment. The Appointment Committee, or if that Committee has ceased to exercise powers under these Articles of Incorporation, the members of the Church, have the power to amend these Articles of Incorporation in any way not inconsistent with the laws of the State of Florida or of the United States. If the Church ceases to exist, the Board of

Directors will have the power to amend these Articles of Incorporation, by a majority vote, in any way not inconsistent with the laws of the State of Florida or of the United States.

Section 7. Initial Directors. The initial Board of Directors consists of three (3) members, whose names and addresses are:

Dave Dingfield
10754 Scott Mill Road #6
Jacksonville, FL 32257

J. Malcolm Jones
3065 Front Road
Jacksonville, FL 32257

Allen Harmon
4349 Worth Drive West
Jacksonville, FL 32207

ARTICLE VI. NO MEMBERS

Section 1. No Members. The corporation does not have members.

ARTICLE VII. POWERS

Section 1. General. The corporation has all the rights and powers customary and proper for tax-exempt nonprofit corporations, including the powers specifically enumerated in Section 617.302 of the Florida Code as amended.

Section 2. General Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation must not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Restrictions on Sale of Real Property. The Corporation may not sell, assign, or otherwise transfer any interest in real property without written consent to the transfer from the Appointment Committee, or if that Committee has ceased to exercise powers under these Articles of Incorporation, from the members of the Church, except that the Corporation may without consent lease real property to (i) the Church or (ii) any organization, the managers or board of directors of which is appointed by a governance body of the Church or persons elected or appointed by a governance body of the Church.

Section 4. Charitable Trusteeship Etc. The Corporation is empowered to hold or administer property for the purposes stated in Article II, including the power to act as trustee.

ARTICLE VIII. DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the Corporation, by two-thirds vote, only after express approval of such dissolution by the Appointment Committee.

Section 2. Liquidation. Upon the dissolution of the Corporation, it may not carry on activities except those appropriate to wind up and liquidate the Corporation's affairs. The Board of Directors must pay or make provision for the payment of all of the liabilities of the Corporation, and thereafter dispose of all of the assets of the Corporation to the Church, provided that the Church continues to exist and to qualify as an exempt organization under Section 501 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law), and otherwise must dispose of all of the assets of the

Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as at the time qualify as an exempt organization or organizations under Section 501(c)(3), and at the time are described in Section 170(c)(2) of such Code, as the Board of Directors determines.

Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located will dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court determines.

ARTICLE IX. INITIAL OFFICE AND AGENT

Section 1. Registered Office. The street address of the initial registered office of the corporation is 10365 St. Augustine Road, Jacksonville, Duval County, Florida 32257, and the name of its initial registered agent at that address is Allen Harmon.

Section 2. Principal Office. The mailing address of the initial principal office is 10365 St. Augustine Road, Jacksonville, Duval County, Florida 32257.

ARTICLE X. INCORPORATOR

Section 1. Incorporator. The name and address of the incorporator, who is a citizen of the United States, is:

Bruce D. McKee
McKee and McKee, P.C.
3820 Mansell Road, Suite 250
Alpharetta, Georgia 30022

IN WITNESS WHEREOF, the undersigned incorporator or attorney for and representative of the incorporator has executed these Articles of Incorporation, pursuant to the Florida Not For Profit Corporation Act.

BY: 

Bruce D. McKee
McKee and McKee, P.C.
3820 Mansell Road, Suite 250
Alpharetta, Georgia 30022

**CONSENT TO SERVE AS
REGISTERED AGENT**

I hereby accept my appointment as registered agent at the registered office shown below my name for CFC Development, Inc. I am familiar with and accept the obligations of the position of registered agent. This consent remains effective until such time as a new registered agent is appointed.

This 15 day of June, 2007.



Allen Harmon
10365 St. Augustine Road
Jacksonville, Florida 32257

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