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B. McKnight JUL 24 2007

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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*Evangelical University and
Seminary, Inc*

Signature

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ARTICLES OF INCORPORATION OF EVANGELICAL UNIVERSITY AND SEMINARY, INC.

The undersigned, Robert G. Westlake, acting as incorporator of Evangelical University and Seminary, Inc., a corporation under the Florida Not-for-Profit Corporation Act (Chapter 617 of the Florida Statutes), hereby subscribes to these Articles of Incorporation.

ARTICLE I

Name

The name of this Corporation shall be Evangelical University and Seminary, Inc.

ARTICLE II

Location and Offices

The principal office of this Corporation and the educational institution provided for herein shall be located in Hillsborough County, Florida, at 105 East Baker Street, Plant City, Florida 33563.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for charitable, religious, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code"), to engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes.

In furtherance of the aforementioned purposes, the object of the Corporation and general nature of the purposes of its creation are as follows:

1. To establish and maintain a university and seminary to equip men and women for Christian ministry through Biblical, professional and general education.
2. To select a faculty capable of giving instruction in such courses as shall be deemed advisable by the Corporation's Board of Trustees.
3. To confer academic and professional degrees, diplomas, and certificates to women and

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men successfully completing courses of instruction offered by said university and seminary and complying with its rules.

4. To make such regulations and rules subject to these Articles of Incorporation and the Bylaws to be adopted for the government of the Corporation as may be deemed advisable by its Board of Trustees.

5. For the purposes herein above set forth, this Corporation shall be authorized to solicit and receive donations, to own, acquire, sell, convey, and mortgage all kinds and classes of property, subject to the provisions of these Articles of Incorporation, and in accordance with the Bylaws to be adopted by its Board of Trustees and such rules and regulations as may be adopted pursuant to authority granted therein.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV

Powers

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

1. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda or otherwise attempting to influence legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

3. No dividend shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code and Section 617.0835 of the Florida

Statutes, the following additional limitations on the Corporation's activities shall apply:

1. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
2. The Corporation shall not engage in act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
4. The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE V

Members

As provided in Article VI below, the affairs of the Corporation shall be governed by a Board of Trustees. Accordingly, any reference in these Articles of Incorporation (or in any other governing document of the Corporation, *e.g.*, the Bylaws) to the term "members," "membership," or other related term (unless the context clearly indicates otherwise), shall mean and refer to the members or membership of this Corporation's Board of Trustees. This Corporation shall have no members other than those individuals initially designated by these Articles of Incorporation, and/or after the filing hereof, those individuals duly elected and serving as members of the Board of Trustees of the Corporation.

Membership in this Corporation and its Board of Trustees shall be limited to individuals in good standing in an evangelical church who are able *ex animo* (without any mental reservation) to sign the university and seminary's statement of faith annually, and who are admitted to membership in this Corporation by election to its Board of Trustees in the manner set forth in the Bylaws of the Corporation.

ARTICLE VI

Board of Trustees

The affairs of this Corporation are to be managed and controlled by a Board of Trustees consisting of not less than eight (8) nor more than twenty-four (24) members, the number to be fixed from time to time by the Board of Trustees or as otherwise determined by the Bylaws of the Corporation. The Board of Trustees shall have power to elect: (1) the officers of the Board,

consisting of a Chairperson and a Vice-Chairperson; (2) the officers of the Corporation, consisting of the President, a Secretary, and a Treasurer, and (3) such other officers and assistants as may be deemed necessary or proper for the management of the affairs of the Corporation and as set forth in and permitted by its Bylaws. The Board of Trustees shall have all the powers set forth in this charter and under the laws of the State of Florida.

The Trustees shall serve staggered three-year terms. The terms of the initial Trustees shall be fixed by the Board at its first meeting held after the filing of these Articles of Incorporation. The Board of Trustees shall have the right and power of filling all vacancies on said Board for the unexpired term or terms of any of the original Trustees and at any meeting shall elect Trustees to take the place of those whose terms have expired. Any Trustee may be reelected for additional terms. All members of the Board of Trustees shall be elected from a list of candidates as recommended by members of the Board, which shall seek input from other parties interested in the welfare of the university and seminary in developing its list of candidates. Each Trustee so elected shall be at all times a member of an evangelical church in good standing and able to sign the university and seminary's statement of faith *ex animo*, and be in good standing and remain in good standing with the Board of Trustees during the tenure of his or her office.

Without in any way limiting the generality of the powers granted herein to the Board of Trustees of this Corporation by the mention of specific powers herein below, said Board of Trustees shall have the power to:

1. Elect by vote at the first meeting of the Corporation the officers of the corporation.
2. Fill all vacancies in all offices of the corporation.
3. Elect the President, Secretary and Treasurer of the Corporation, who shall hold office at the pleasure of the board of trustees.
4. Veto the appointment of any administrator, professor, instructor, officer, or employee made by the president when such an appointment is not satisfactory to the board of trustees.
5. Fix and/or approve the salaries of the President, administrators, professors, instructors, officers, and employees.
6. Establish policy for the operation of the university and seminary and its activities.

The initial Trustees of the Corporation are:

Ron Churchill
503 North Palmer Street
Plant City, Florida 33563

Frank Kimbro
2215 Preservation Drive
Plant City, Florida 33566

J. Myrle Henry
P.O. Box RR
Plant City, Florida 33564

Danny Morris
610 North Alexander Street
Plant City, Florida 33563

Lynn Houser
2879 Hammock Drive
Plant City, Florida 33566

Robert Roberts
2120 Sylvester Road
Lakeland, Florida 33803

Benny Keck
4111 Bethlehem Road
Dover, Florida 33527

Harold Woodall
5602 Bob Head Road
Plant City, Florida 33565

ARTICLE VII

Terms of Existence

This corporation shall have perpetual existence.

ARTICLE VIII

Bylaws

Bylaws of the Corporation may be adopted, altered, or rescinded by a two-thirds vote of the members present at a Board of Trustees meeting.

ARTICLE IX

Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefor.
2. Remaining assets shall be distributed to one or more organizations meeting the criteria described in Section 501(c)(3) of the Internal Revenue Code, as determined in the plan to dissolve adopted in the manner set forth in this Article IX.

ARTICLE X

Amendment

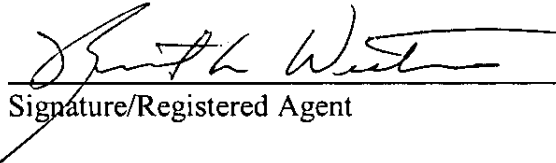
These Articles of Incorporation may be amended in the manner now or hereafter provided in the Florida Statutes and as set for in the Bylaws of this Corporation.

ARTICLE XI

Initial Registered Agent and Street Address

The initial registered agent of the Corporation is Robert G. Westlake having his office at 105 East Baker Street, Plant City, Florida 33563.

Having been named as registered agent to accept service of process for 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.


Signature/Registered Agent

7-20-07
Date

ARTICLE XII

Incorporator

The name and address of the Incorporator are:

Robert G. Westlake
105 East Baker Street
Plant City, Florida 33563


Robert G. Westlake, Incorporator

7-20-07
Date

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