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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-27-07
CO-48-6

LETTER OF TRANSMITTAL

Date 9/25/07

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

SUBJECT: ARTICLES OF INCORPORATION OF
THE BALM IN GILEAD MINISTRIES, INC.

ATTENTION: NEW FILING SECTION

Enclosed, please find an original and one copy of the articles of incorporation of The Balm in Gilead Ministries, Inc., a Florida Not for Profit Corporation, and a Designation and Acceptance of Registered Agent a Florida Corporation. The name and street address of the incorporator and registered agent is as follows:

SHANNON K. BARUCH, ESQUIRE
1337 Willow Crest Drive
Clermont, Florida 34711-2799

Also, enclosed herewith, please find the amount of seventy dollars (\$70.00) for the filing fee, certified copy and certificate. **Further, we are seeking a registration date for the Corporation to reflect September 28, 2007, to commemorate a specific event.** Also, please direct all requests for additional information, responses, documents, certificates and copy of the filing and any other writings related to the subject corporation to the attention of the undersigned attorney at the address shown, or telephone/facsimile (352) 243-1695.

Very truly yours,



Shannon K. Baruch, Esquire
1337 Willow Crest Drive
Clermont, Florida 34711-2799
Telephone/Facsimile: (352) 243-1695

**ARTICLES OF INCORPORATION
OF
THE BALM IN GILEAD MINISTRIES, INC.
A Florida "Not for Profit" Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is The Balm in Gilead Ministries, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the corporation is located at 1337 Willow Crest Drive, Clermont, Florida 34711-2799.

**ARTICLE III
MAILING ADDRESS**

The mailing address of the corporation is 1337 Willow Crest Drive, Clermont, Florida 34711-2799.

**ARTICLE IV
DURATION/MEMBERSHIP**

The period of duration is perpetual unless dissolved according to law. The qualification for members, if any, and the manner of their admission will be regulated by the bylaws.

**ARTICLE V
BOARD OF DIRECTORS**

The method of election or appointment of the Board of Directors and the number of directors are as stated in the bylaws.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

The number constituting the initial Board of Directors of the corporation is three (3), and the names and addresses of the persons who are to serve initially are as follows:

Names

Address

Shannon K. Baruch, Esquire
Paulette D. Baruch
Shannon K. Baruch II

1337 Willow Crest Drive, Clermont, Florida 34711-2799
1337 Willow Crest Drive, Clermont, Florida 34711-2799
1337 Willow Crest Drive, Clermont, Florida 34711-2799

ARTICLE VII
CORPORATE PURPOSES

The purposes for which this corporation is organized are exclusively religious, charitable, scientific, literary and educational, subject to Section 501(c)(3) Limitations of the Unites States Revenue Code, and consist of the following:

1. To communicate the Gospel of Jesus Christ to local, national and international communities, so fulfilling the great commission of reconciliation commanded by our Lord and Savior, Jesus Christ.
2. To establish bible studies for discipleship training and identify and train outreach leaders in order to support the primary mission of this corporation.
3. To establish "support group" fellowships to address such common religious, social, educational and charitable issues, locally, nationally and internationally, as the primary means of ministering to those who have been evangelized.
4. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, funds and foundations organized and operated exclusively for religious charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
5. To engage in any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
6. All of the foregoing purposes will be exercised exclusively for religious, charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VIII
501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these Articles, this organization will not carry on any other activities not permitted to be carried on by an organization exempt from federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for religious, charitable, charitable, scientific, literary and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor will it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which will inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation will consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities will be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets will be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code, the following provisions apply:

- (a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- (b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (d) The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (e) The Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX **INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation will be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and costs, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it will be adjudged in such action, suit or proceeding that such Director or Officer is liable for any civil or criminal misconduct in the performance of his/her duties including, but not limited to, gross negligence, fraud, embezzlement and intentional misrepresentation. Such right of indemnification will not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE X **REGISTERED AGENT**

The name of the registered agent of the corporation is Shannon K. Baruch, Esquire. The address of this registered agent is 1337 Willow Crest Drive, Clermont, Florida 34711-2799.

ARTICLE XI **INCORPORATOR(S)**

The name and address of the incorporator is Shannon K. Baruch, Esquire. The address of this registered agent is 1337 Willow Crest Drive, Clermont, Florida 34711-2799.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 25TH of September, 2007.

 (SEAL)
SHANNON K. BARUCH, ESQUIRE
Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607, 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: THE BALM IN GILEAD MINISTRIES, INC.,
a Florida "Not for Profit" Corporation.
2. The name and street address of the registered agent and office is:

SHANNON K. BARUCH, ESQUIRE
1337 Willow Crest Drive
Clermont, Florida 34711-2799

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.


SHANNON K. BARUCH, ESQ.

9/25/07
DATE

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TALLAHASSEE, FLORIDA