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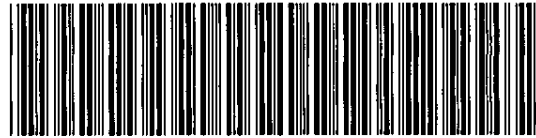
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08 JAN 25 PM 12:46
TALLAHASSEE, FLORIDA
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08 JAN 25 PM 12:59
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1/25/08

COVER LETTER

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08 JAN 25 PM 12: 59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Regenerate Student Ministries, Inc.
(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: John Sanders
Name (Printed or typed)

8313 Elan Drive
Address

Tallahassee, Fl. 32312
City, State & Zip

(850) 445-9148
Daytime Telephone number

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

ARTICLES OF INCORPORATION
FOR
REGENERATE STUDENT MINISTRIES INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I – Name:

The name of this Florida not-for-profit corporation is REGENERATE STUDENT MINISTRIES, INC. (FEIN#38-3774502)

Article II – Principal Office:

The principal place of business and mailing address of this corporation shall be: 8313 Elan Drive, Tallahassee, Leon County, Florida 32312.

Article III – Purpose:

The purposes of **REGENERATE STUDENT MINISTRIES, INC.** are exclusively religious, charitable, scientific, literary, and educational within the meaning and definition of section 501 (c) (3) of the Internal Revenue Code, or the corresponding code of any future U.S Revenue provision regulating such entities. This non-profit corporation is organized for the sole purpose of expanding Christian ministry opportunities within religious organizations with the goal of partnering with and equipping church youth ministry staff and volunteers to lead students from the ages of eleven years of age through eighteen years of age into a life-changing relationship with Jesus Christ. This objective will be accomplished through some of the following activities:

- a). Supporting and assisting struggling, defunct, or non-existing student ministries in established churches, developing churches, educational facilities, and/or non-traditional ministry groups.
- b). Providing leadership, consulting services, training and education programs, program management, and staffing for churches and associations of churches on an as-needed basis, and provide for staff development for those who teach and work with students in the local church setting.
- c). Assist in raising financial resources to support student ministry programs to further provide funding that allows for the appropriate level of training, staffing, and activities.
- d). Starting, reviving, strengthening, and rebuilding student ministry programs, provide a vehicle to spread the Gospel of Jesus Christ among young people involved in such programs to their friends, family, counterparts, and the world.
- e). Attempt to strengthen families, schools, communities, and church bodies by assisting student ministries that support healthy student development and activities that foster Christian values, reduce crime and delinquency, improve educational performance, foster positive relationships

between students, adults, and family members, and assist students with spiritual development challenges.

f). and any other lawful activities provided under state and federal law.

Article IV – Manner of Election:

The manner of election of the initial ~~officers~~ ^{Directors} of the corporation will be by appointment of the Charter President/Director and subsequently by election by the sitting Board of Directors. The Officers/Board of Directors of **REGENERATE STUDENT MINISTRIES, INC.** shall consist of:

President/Director
Vice-President/Director
Secretary/Director
Treasurer/Director and
Three (3) Trustee/Directors

Article V – Initial Directors/Officers:

The Charter Board of Directors/Officers are as follows:

President/Director: John Sanders
8313 Elan Drive
Tallahassee, FL 32312

Vice-President/Director: Walter Johnson
4766 SE 35th Avenue
Ocala, FL 34480

Secretary/Director: Lisa Sanders
8313 Elan Drive
Tallahassee, FL 32312

Treasurer/Director: Graham W. Fountain
2809 Whittington Drive
Tallahassee, FL 32309

Trustee/Director: Michael Way, Ph.D.
1000 University Drive West
Clearwater, FL 33764

Trustee/Director: Lori Cooley
1368 Norrias Road
Thomasville, GA 31792

Trustee/Director:

Allen Keller
2433A Wren Hollow Drive
Tallahassee, Fl. 32303

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI – Initial Registered Agent:

The initial Registered Agent will be John Sanders, 8313 Elan Drive, Tallahassee, Fl. 32312

Having Been named as Registered Agent to accept service for the above stated corporation at the place designated in this certificate, I am familiar with and accept appointment as Registered Agent and agree to act in that capacity.



John Sanders

Date: 1/25/08

Article VII – Incorporator:

The initial Incorporator will be John Sanders, 8313 Elan Drive, Tallahassee, Fl. 32312.



John Sanders

Date: 1/25/2008

Article VIII-Powers:

1. This Corporation is empowered to receive through bequest, devise, gift, purchase, lease or in any other manner, either absolutely or in trust; any property, cash assets, real, personal or mixed, and to exercise full rights of ownership there over, and to invest and reinvest, and to use and dispose of the same for the purposes of this Corporation.
2. The title to all property of the Corporation shall be held in the name of the Corporation, or as otherwise may be provided pursuant to the authority of the Articles of Incorporation and Bylaws of the Corporation.

3. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Trustees shall be deemed to vest title thereto in the Corporation. Notwithstanding any of the provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law.
4. No part of the earnings or assets of the corporation shall inure to the benefit of, or be distributed to any member, trustee, officers, or other persons, except that the corporation shall be authorized to make payments and distributions to pay for reasonable expenses for services rendered, or to pay expenses related to the carrying out of the mission such as travel, per diem, business expenses, professional services, educational costs, instructional services etc.
5. No substantial part of the activities of this corporation shall be for services of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Article IX-Corporate Oversight:

1. POLICY AND MONITORING:

Policy oversight and monitoring shall be performed by the Corporation President, and Board of Trustees.

2. SELECTION AND TERM OF BOARD OF TRUSTEES

New members of the board shall be appointed by the president and confirmed by the board of trustees to serve for a defined term. Any vacancies occurring shall be filled at the discretion of the president or deferred to the next scheduled meeting of board members. Appointed or elected members shall hold office until the next annual meeting, or until such time a successor chosen.

3. REMOVAL OF BOARD MEMBERS

Any trustee may be removed with or without cause, by a simple majority vote of the board of trustees.

4. RESIGNATION

A board member may resign at any time by giving written notice to the board, or the President of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board, or officer, and the acceptance of the resignation shall not be necessary to make it effective.

5. QUORUM OF DIRECTORS

Unless otherwise provided in the certificate of incorporation, a simple majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business. Each member present shall have one vote, except in cases whereby there is a even number of Directors actively in service, and a tie in a vote occurs, which in this case the president will cast a second vote to break the tie.

6. PLACE AND TIME OF BOARD MEETINGS.

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine. The board may employ telephone conferences, video conferences and any appropriate electronic means of

communication to hold corporate meetings, with proper notice. A regular annual meeting of the board shall be determined by the President as properly noticed.

Article X-Corporate Officers::

1. OFFICES, ELECTION, TERM

Unless otherwise provided for in the certificate of incorporation, the board may elect one a vice-president, a secretary, and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall hold office until the next annual meeting of the board or until a successor is chosen. Each officer on the board of director shall vote on corporate business as a director/trustee.

2. PRESIDENT

The president shall be the chief executive officer of the corporation; he/she shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried out.

3. VICE-PRESIDENT

During the absence or disability of the president, the vice-president serves as the CEO. The vice-president shall perform such other duties as the board shall prescribe.

4. TREASURER

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he/she shall, when duly authorized by the president, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes, and orders for the payment of money, which are duly authorized by the

board of directors and shall be countersigned by the president; he/she shall at all reasonable times exhibit his/her books and accounts to the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he/she shall have an audit of the accounts of the corporation, which shall be presented to the board at the annual meeting at which time he/she shall also present an annual report setting forth the financial conditions of the corporation.

5. SECRETARY

The secretary shall keep the minutes of the board of directors. The secretary shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. The secretary shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct. He/she shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to this office. The secretary shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the date they became members.

6. TRUSTEE

There will be three (3) trustees who will serve as Directors of the corporation and will assist in the running of the business of the organization and perform duties as required by the president and board of directors as a whole.

Article XI-Indemnification::

The corporation may, by a majority vote, indemnify and hold harmless any officer, employee, trustee, in the manner set forth and provided for the Florida Statute 617.0831 and 607.0834.

Article XII- Dissolution:

Upon Dissolution of the corporation, assets shall be distributed for one or more exempted purposes within the meaning of 501 (c) (3) of the Internal Revenue or any corresponding future federal tax code, or shall be distributed to the federal, state or local government for any public purpose. Any assets not so distributed shall be disposed of by a court of competent jurisdiction in the county where the principal office of the corporation is the located, exclusively for such purposes or to such organizations as the court determines which are organized and operated exclusively for such purposes.

These Articles of Incorporation are hereby adopted and filed with the Florida Division of Corporations. 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, and make this certification by virtue of affixing my signature in Article VI above.

WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Incorporation this 25 day of January, 2008.



John Sanders, President/CEO
8313 Elan Drive
Tallahassee, Florida 32312
Telephone: (850) 445-9148

Lisa W. Sanders

Lisa Sanders, Secretary
8313 Elan Drive
Tallahassee, Florida 32312
Telephone: (850) 445-9148
STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was executed before me this 25th day of January 2008,
2008, by the president and Secretary of the Corporation on behalf of the corporation.

Pamela Lueck

Notary Public
State of Florida

My Commission Expires:

11/15/09

