

N08000007713

(Requestor's Name)

PAYNE CHAPEL AME Church
801 9th St
West Palm Beach, Fla
33401

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

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(Business Entity Name)

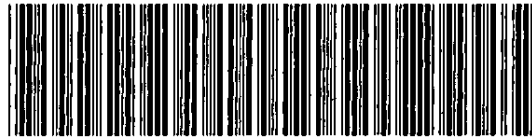
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 31, 2008

MILTON BROOMFIELD AND CLARENCE ELLINSTON
801 9TH ST.
WEST PALM BEACH, FL 33401

SUBJECT: PAYNE DEVELOPMENT OF FLORIDA, INC.
Ref. Number: W08000036156

We have received your document for PAYNE DEVELOPMENT OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
New Filing Section

Letter Number: 208A00044039

contacts
Milton Broomfield
(321) 544-8780
Registered Agent
CLARENCE Ellinston
(561) 254-0959

Division of C

see, Florida 32314

RECEIVED
08 AUG 15 AM 8:00
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF**

Payne Chapel Development, Inc.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In compliance with the requirements of Chapter 617.01 et., seq., of Florida Statutes, the undersigned desiring to incorporate a nonprofit corporation, hereby states that:

ARTICLE I

The name of the corporation is: Payne Chapel Development, Inc.

ARTICLE II

The address of the corporation's initial registered office is:

801 9TH ST West Palm Beach, Florida 33401

ARTICLE III

The corporation is organized exclusively for charitable religious, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

ARTICLE V

The corporation is organized upon a non-stock basis.

ARTICLE VI

The corporation shall have no voting member other than the members of the board of directors.

ARTICLE VII

The corporation will have a minimum of five (5) but no more than fifteen (15) directors. The directors shall consist of the pastor, one steward and one trustee of Payne Chapel AME Church ("Church"), and 1/2 of the remaining members shall members of the Church and 1/2 residents of the community not members of the Church. The initial directors shall be appointed by the incorporators. All other directors will be elected by the majority vote of the directors.

ARTICLE VIII

Section 8.1. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the corporation's officers, directors or private individual, but the corporation shall be authorized and empowered to pay reasonable compensation for service rendered, and to make payments and distributions in furtherance of the purposes set forth in Article III hereof,

Section 8.2. No officer or director of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Section 8.3. No substantial part of the activities of the corporation shall be the carrying on propaganda or otherwise attempting to influence legislation, and the corporation 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.

Section 8.4. Notwithstanding any other provision of this Articles of Incorporation, the corporation shall not carry on other activities not permitted to be carried on by a corporation exempt from federal income tax under Sections 501 (c)(3) and 501 (c)(3) and 509(a)(1), (2) or (3) of the Code, or by a corporation contributions of which are deductible under Section 170 (c)(2) of the Code.

ARTICLE IX

LIST OF OFFICERS AND DIRECTORS

**NONE OF THE OFFICERS OR DIRECTORS WILL RECEIVE
COMPENSATION**

President and CEO: Milton Broomfield

Vice President: Morris Bell

Secretary: Daisey Lanier

Treasurer: Floyd Andrews

Members:

Emelda Johnson

ARTICLE X

The name and address of the Registered Agent is:

Clarence S. Ellington, Jr.

8597 Windy Circle, Boynton Beach, FL 33472

ARTICLE XI

It is intended that the corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code and an organization described in Section 501(c)(3) of the Code. These Articles shall be constructed accordingly, and all powers and activities of the corporation shall be limited accordingly.

ARTICLE XII

The term of existence of the corporation shall be perpetual.

ARTICLE XIII

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

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 or she is or was a director or officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursement, incurred by him or her (or by his or her 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 shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his or her duties. Such right on indemnification shall 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 XV

The name and address of the incorporator of this corporation are as follows:

Milton Broomfield, 801 9th Street, West Palm Beach, FL 33407

IN TESTIMONY WHEREOF, the incorporator has signed and sealed these Articles of Incorporation of the corporation this 11 day of August, 2008.

Milton Broomfield

Having been named as Registered Agent to accept services of process for the above stated corporation at the designated in this certificate, I am familiar with and accept the appointment as Registered Agent, and agree to act in this capacity.

Accepted: Clarence J. Ellington Jr.

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