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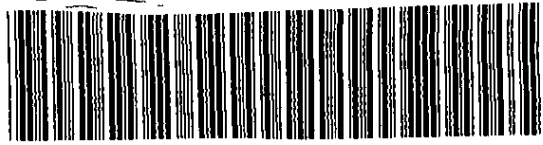
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DIVISION OF CORPORATIONS  
08 AUG 20 AM 8:37

*for 8/21/08*

**COVER LETTER**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 AUG 20 AM 8:37

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

**SUBJECT:** 5 LOAVES & 2 FISH OUTREACH FOUNDATION, 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: BIRAN HERNDON

Name (Printed or typed)

1971 SE PORT ST. LUCIE BLVD

Address

PORT ST LUCIE, FL 34952

City, State & Zip

772-293-9452

Daytime Telephone number

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

## **ARTICLES OF INCORPORATION**

### **Articles of Incorporation of 5 Loaves & 2 Fish Outreach Foundation, Inc. (A Florida Non-Profit Corporation)**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 AUG 20 AM 8:37

The undersigned, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a Corporation not for profit under and by virtue of the laws of the state of Florida, does hereby adopt(s) the following Articles of Incorporation.

#### **Article 1: Name**

The name of the Corporation shall be 5 Loaves & 2 Fish Outreach Foundation, Inc.

#### **Article 2: Place of Business**

The principal place of business and mailing address of this Corporation within the State of Florida shall be:

1971 SE Port St. Lucie Blvd, Port St. Lucie, FL 34952

#### **Article 3: Nature of Business**

The specific purpose for which the Corporation is initially organized is to establish, maintain, and oversee the propagation of the gospel of Jesus Christ; to carry out the spiritual, missionary, benevolent, educational, and social work as outlined in the New Testament; to provide for the instruction and dissemination of information about and furtherance of the teachings of the principals of biblical financial stewardship, and to provide a forum for exchange of information concerning such teachings; to establish and maintain a counseling service for the use of the public to provide access to such biblical financial stewardship teachings, and to provide biblical financial counseling; create departments necessary to support missionary activities and to also engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code. Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a

Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends. The balance, if any, of all moneys received by the Corporation from its operations, after the payment in full off all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the religious and charitable purpose or purposes of the Corporation set forth in these Articles of Incorporation.

This Corporation may also engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation, or any other charitable, religious, educational, and scientific activities allowed under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Article 4: Qualification of Members and Manner of Admission**

The Corporation will have non-voting members known as covenant fellowship partners, which will be detailed in the Bylaws.

The members or covenant fellowship partners of the Corporation shall consist of any person accepted by the Board of Directors expressing a desire to help further the purposes for which the Corporation was organized, and who displays willingness to regularly contribute time and service for this regard. A mature person, of noble character, and good reputation within the community, who is willing to contribute time and money for these purposes may, upon request, be admitted to membership by vote of majority of the Board of Directors.

The property of this Corporation is irrevocably dedicated to religious and charitable purposes, and no part of the net income of this Corporation shall ever inure to the benefit of any member thereof and in no event shall any assets or property of the Corporation, in the event of dissolution thereof, go or be distributed to the Members, either for the reimbursement of any sum subscribed, donated or contributed by such member, or for any other purpose.

#### **Article 5: Directors**

The Board of Directors of the Corporation shall consist of no less than three (3) directors as determined by the Bylaws. Directors shall be appointed by in the manner set forth in the Bylaws.

Directors may be removed and the vacancies shall be filled in the manner provided by the Bylaws.

The Directors named in these articles shall serve as directors for the ensuing year, or until the first annual meeting of the Corporation, and any vacancies before then shall be filled in the manner set forth in the Bylaws.

The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the Corporation in any other capacity and receive compensation there from in any form.

The Directors whose positions and duties are set forth in the Bylaws will manage the affairs of this Corporation. The names and addresses of the directors who are to serve until the first election are as follows:

Biran Herndon, Director  
1971 SE Port St. Lucie Blvd  
Port St. Lucie, FL 34952

Trudy Herndon, Director  
1971 SE Port St. Lucie Blvd.  
Port St. Lucie, FL 34952

Garrett Wise, Director  
1971 SE Port St. Lucie Blvd.  
Port St. Lucie, FL 34952

#### **Article 6: Term of Existence**

The date of commencement of corporate existence shall be when these articles have been filed with the Department of State and approved by it and the respective filing fee has been paid; then Corporation is to exist perpetually until it is dissolved. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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 any public purpose. 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **Article 7: Bylaws**

The first Bylaws of the Corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

#### **Article 8: Incorporator(s)**

The names and addresses of the incorporator(s) are

Biran C. Herndon  
1971 SE Port St. Lucie Blvd.  
Port St. Lucie, FL 34952

#### **Article 9: Registered Agent**

The names and addresses of the Corporation's Registered Agent are:

Biran C. Herndon  
1971 SE Port St. Lucie Blvd.  
Port St. Lucie, FL 34952

## **Article 10: Officers**

The affairs of the Corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers shall serve until the next annual meeting of the Board of Directors, unless removed earlier in accordance with the Bylaws.

The General officers of the Corporation shall be the President, Secretary, and Treasurer. The Board of Directors may provide for the appointment of such additional officers as they may deem for the best interest of the Corporation.

Whenever the Board of Directors may so order, any two officer positions may be held by one person, providing that their duties do not conflict with each other.

The President shall preside at all meetings of the members of the Board of Directors and shall attend to the general supervision of the Corporation. The President shall be the Chairperson of the Board of Directors.

The initial officers of the Corporation for the first year of the Corporation's existence, or until their successors are elected shall be:

Biran C. Herndon, President & Treasurer  
1971 SE Port St. Lucie Blvd.  
Port St. Lucie, FL 34952

Trudy Herndon, Secretary  
1971 SE Port St. Lucie Blvd.  
Port St. Lucie, FL 34952

Biran C. Herndon, founder of this Corporation, shall remain President indefinitely, or until such time as he would desire to resign as President, at which time he shall have the privilege of appointing the next President of the Corporation.

## **Article 11: Amendments to The Articles of Incorporation**

The Corporation shall indemnify any Director or Officer, or former Director or Officer, against expenses actually and necessarily incurred by them or any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which they are made a party by reason of being or having been such Director or Officer (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon them) except in relation to the matters as to which they shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Corporation may also reimburse to any Director or Officer the reasonable costs of settlement of any such action, suit or proceeding if it shall be found either by a majority of the Directors not involved in the matter of controversy, whether or not a quorum, or by a majority vote of the Members present in a regular or special meeting called for that purpose, that it was to the interest of the Corporation that such settlement be made and that such Director or Officer was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled by law, or otherwise.


**Article 12: Amendments to The Articles of Incorporation**

These articles of Incorporation may be amended in the manner provided by statute or in the following manner:

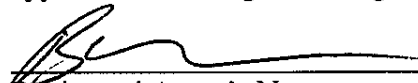
Every amendment shall be approved by the Board of Directors.

I, THE UNDERSIGNED, for the purposes of becoming a Corporation not for profit under the provisions of the laws of the State of Florida, do make and affix my signature to acknowledge and file in the office of the Secretary of State these Articles of Incorporation.

WITNESS my respective hand and seal on the date and place indicated below.

  
\_\_\_\_\_  
Incorporator's Name

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.

  
\_\_\_\_\_  
Registered Agent's Name

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