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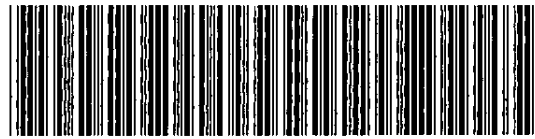
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

W08-41185

bm 9/10/08

JACK B. PACKAR, P.A.

ATTORNEY AT LAW

JACK B. PACKAR, ESQ.

CORPORATE & BUSINESS LAW
MARITAL & FAMILY LAW
PERSONAL INJURY
REAL PROPERTY LAW

EMERALD LAKE CORPORATE PARK
3109 STIRLING ROAD, SUITE 101
FORT LAUDERDALE, FLORIDA 33312
TELEPHONE (954) 963-2211
FT. LAUDERDALE (954) 522-4444
MIAMI (305) 949-4204
FACSIMILE (954) 963-4433
E-MAIL JBPESQ@AOL.COM

September 3, 2008

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Via FedEx # 8619 1282 6449

RE: RHEMA WORD CHRISTIAN CENTER, INC.

Dear Gentlemen:

In regard to the above captioned matter, enclosed please find the following documents:

1. Original Certificate of Incorporation with Original Certificate of Designation of Registered Agent/Registered Officer;
2. Copy of Certificate of Incorporation with copy of Certificate of Designation of Registered Agent/Registered Officer;
3. This firm's check # 10004 in the sum of \$78.75.

Should you have any questions and in order to expedite this matter, please do not hesitate to call collect.

Very Truly Yours,

JACK B. PACKAR, P.A.

By: 

Jack B. Packar, Esq.

JBP/ar
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 4, 2008

JACK B. PACKAR, P.A.
3109 STIRLING ROAD SUITE 101
FORT LAUDERDALE, FL 33312

SUBJECT: RHEMA WORD CHRISTIAN CENTER, INC.
Ref. Number: W08000041185

We have received your document for RHEMA WORD CHRISTIAN CENTER, 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):

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

- 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) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 408A00048763

CERTIFICATE OF INCORPORATION

OF

RHEMA WORD CHRISTIAN CENTER, INC.

WE, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Florida, pursuant to Florida Statutes 617, Et Seq, and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be:

RHEMA WORD CHRISTIAN CENTER, INC.

ARTICLE II

PURPOSE

The general nature of the this non-profit corporation and the objects and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do:

A. To receive by means of gifts, donations, devises and bequests, real and personal property, and to hold, care for, invest and reinvest in the same, and to use the proceeds thereof for the following purposes:

1. To carry on and to promote in a cooperative way ministry activities, including any and all evangelistic, educational and religious work attendant thereto both nationally

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and internationally as a multicultural Pentecostal Church. Notwithstanding, Rhema Word Christian Center, Inc. will conduct itself within the religious practices, standards or mode of worship as a ministry of the Church of God of Prophecy, the Church of God of Prophecy is not empowered or authorized to participate in the decision making process in determining the business affairs, ownership of real or personal property, assets, holdings, investments, proceeds, gifts, bequest, worship locations, and donations of and to Rhema Word Christian Center, Inc. and its member congregations.

2. To educate and to teach its members how to develop both physically and mentally in Christ, emphasizing freedom of personal expression toward God through celebration of Christ and by the biblical teachings of Rhema Word Christian Center, Inc., within the religious practices, standards or mode of worship as a ministry of Church of God of Prophecy.

3. To facilitate and execute the business activities of Rhema Word Christian Center, Inc. within the State of Florida and to meet the requirements of the laws of the State of Florida in regard to the acquiring, mortgaging and disposition of real and personal property within the State of Florida and to conduct any and all business of the corporation with regard to ownership of real and personal property for Rhema Word Christian Center, Inc.

4. To purchase, acquire, own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, plant, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in any and all lands, improved and unimproved, and in business blocks, office buildings of any kind, and the products and avails thereof, and any and all other property of any and every kind or description, real, personal, and mixed, wheresoever situated.

5. To own, hold, rent, lease, manage, encumber, improve, exchange, buy and sell real property, collect rents, and in general to have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects above mentioned.

6. To manufacture and to buy and sell any and all merchandise, supplies and equipment necessary or incidental to carrying on the general business of the corporation, and to do any and all things incidental to the carrying on of said business including the right to own, buy, buy on credit, or otherwise acquire such personal property as may be necessary for carrying out the purposes for which this corporation is organized.

7. To take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, improve, develop, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein.

8. To purchase or otherwise acquire all or any part of the business, good will, rights, property and assets of all kinds, and assume all or any part of the liabilities of any nature whatsoever of any company, corporation, partnership, firm, or individual engaged in any lawful business so acquired in its own name or otherwise.

9. To borrow or raise monies for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments, and evidences of indebtedness and to secure the payment thereof and of the interest thereupon by mortgage on or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

10. Generally to make and perform contracts of any kind of description for the purpose of attaining any of the objects of the corporation; to do and perform any other acts or things and to exercise and adopt all powers which co-partnerships and natural persons could do or exercise, and which now are or hereafter may be authorized by law, and generally to do and

perform any and all things necessary or incidental to the performing and carrying out of the powers hereinabove specifically delegated or implied.

11. It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs of this, the Second Article of this Certificate of Incorporation shall, except where otherwise so specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph of any other article in this Certificate of Incorporation, but that the objects, purpose, and powers specified in the article, and in each of the articles or paragraphs of this Certificate, shall be regarded as independent objects, purposes and powers and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude or in any way limit by inference any powers, objects, or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of said law.

12. To do, transact, perform any and all forms of business and activities that can legally be performed and transacted in the State of Florida, the United States of America and any other country of the world.

13. For such other purposes, means and methods, as the Directors may from time to time determine, which are not contrary to the terms and provisions hereof.

14. To have and to exercise all the powers conferred by the laws of the State of Florida upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

ARTICLE III

STOCK

This corporation shall issue no shares of stock of any kind or nature whatsoever.

There shall be no dividends paid to any of the members, nor shall any part of the income of the corporation be distributed to its Board of Directors or Officers. In the event there are any excess receipts, over disbursements, as a result of performing services, such excess shall be applied against future expenses, etc. The Corporation may pay compensation in a reasonable amount to its members, Directors and Officers for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall be perpetual existence, unless dissolved according to law.

ARTICLE V

**INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL ADDRESS OF THE
CORPORATION**

The registered office and principal address of the Corporation shall be at:

601 NW 2nd Avenue, Hallandale Beach, Florida 33009. Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places both within and without the State of Florida and in any foreign countries. The name of the initial registered agent of this corporation at the above address is :

CHARLES W. TURNER, III

ARTICLE VI

BOARD OF DIRECTORS

The business affairs of the corporation shall be conducted by a Board of Directors of not less than three Directors initially. The number of Directors may be increased from time to time at the discretion of the Board of Directors, but shall never be less than three. The Board of Directors shall be members of the corporation.

ARTICLE VII

FIRST BOARD OF DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation, all subject to the provisions of this Certificate, the By-Laws, and the Corporation Law of the

State of Florida, who shall hold office for the first year, or until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES W. TURNER, III	601 NW 2 nd Avenue Hallandale Beach, FL 33009
ERNEST PRATT	631 Oleander Drive Hallandale, FL 33009
Richard Britt, Secretary	6251 NW 18 th Place Sunrise, FL 33319

ARTICLE VIII

ADDRESSES OF THE OFFICERS OF THE CORPORATION

The names and post office addresses of the Officers of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES W. TURNER, III, CEO-Chairman	601 NW 2 nd Avenue Hallandale Beach, FL 33009
ERNEST PRATT, President	631 Oleander Drive Hallandale Beach, FL 33009
Richard Britt, Secretary	6251 NW 18 th Place Sunrise, FL 33319

ARTICLE IX

ADDRESSES OF THE SUBSCRIBERS OF THE CORPORATION

The name and address of the subscriber of the Certificate of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES W. TURNER, III	601 NW 2 nd Avenue Hallandale Beach, FL 33009

ARTICLE X

BY-LAWS

The By-Laws of the Corporation shall initially be made and adopted by its first Board of Directors.

The By-Laws may be amended, altered, supplemented or modified by the membership at the annual meeting, church business conference or at a duly convened special meeting of the membership, attended by a majority of the membership, by vote, as follows:

A. If the proposed change to the By-Laws has received the unanimous approval of the Board of Directors, then it shall require only a majority vote of the membership to be adopted.

B. If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by a three-quarters (3/4) vote of the membership; provided however, that (1) prior to the first annual meeting of the membership, the By-Laws may be amended without a prior resolution requesting said amendment by the Board of Directors; and (2) subsequent to the first annual meeting of the membership, the By-Laws may not be amended without the approval of the Board of Directors, unless the proposed amendment shall be filed in writing with the Secretary or President, not less than

ten (10) days prior to the membership meeting, at which such amendment is to be voted upon.

ARTICLE XI

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by any member or Director, and shall be adopted in the same manner as provided for the amendment of the By-Laws, as set forth in Article X above. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate or approval by the membership, sealed with the Corporate Seal, signed by the Secretary or an Assistant Secretary, and executed and acknowledged by the President or Vice President, has been filed with the Secretary of State, and all filing fees are paid.

ARTICLE XII

NON PROFIT

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate

for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, or by corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Code. On the dissolution of this corporation the board of Directors shall dispose of all the assets of this corporation exclusively for the purposes of this corporation to an organization organized and operated exclusively for charitable, educational, religious or scientific purposes and that qualifies as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not disposed of shall be distributed to the Federal government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, Officer or Director of this corporation.

ARTICLE XIII

MEMBERSHIP

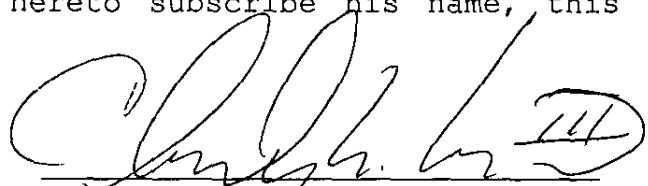
Any person who subscribes to and accepts the Covenant of Membership, the teachings and the manner of church government as outlined by the Holy Scriptures and as administered by Rhema Word Christian Center, as a ministry of Church of God Prophecy, may be a member of this corporation.

ARTICLE XIV

COMMENCEMENT DATE

The activities of this corporation shall commence upon these Articles of Incorporation being duly filed with the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator, being the same person named in Article IX above, and in evidence of his desire to form this corporation, does hereto subscribe his name, this 3rd day of September, 2008.

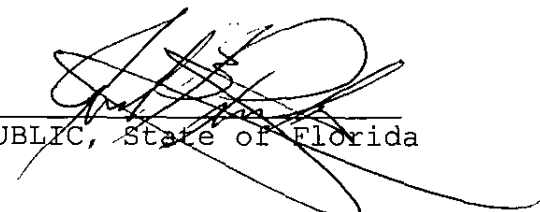

CHARLES W. TURNER, III

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared CHARLES W. TURNER, III, to me known and known to me to be the

person described in and whose name is signed to the foregoing Certificate of Incorporation of Rhema Word Christian Center, INC. and who is described in said Certificate as the incorporator of said corporation, and acknowledged before me that he executed same for the purpose herein expressed who is personally known to me or who has produced a driver's license as identification.

GIVEN under my hand and seal of office, this 3RD day of September, 2008.


NOTARY PUBLIC, State of Florida

NOTARY PUBLIC-STATE OF FLORIDA
Jack B. Packar
Commission # DD574842
Expires: AUG. 31, 2010
BONDED THRU ATLANTIC BONDING CO., INC.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

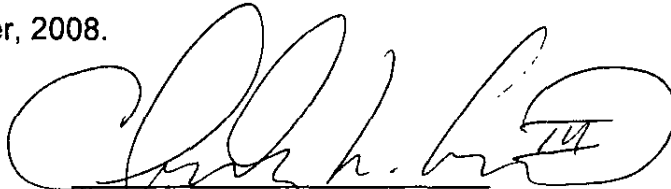
UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is:
Rhema Word Christian Center, Inc.

2. The name and address of the registered agent and office is:
Charles W. Turner, III
601 N.W. 2nd Avenue
Hallandale Beach, Florida 33009

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I 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.

Dated this 3rd day of September, 2008.


Charles W. Turner, III

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED