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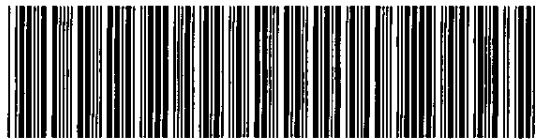
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EP 11/24/08

*The Offices of*  
**Steven G. Paul**  
ClergyTech, Inc.

**National Headquarters**

Chesapeake Plaza #3 Third Avenue  
P.O. Box 36  
Chesapeake, Ohio 45619  
Telephone: (740)-867-3075  
Fax: (740)-867-4073

**Western Regional Offices**

1158 11<sup>th</sup> Street  
Reedley, California 93654  
Telephone: (559)-643-0101  
Fax: (559)-643-0010

November 12, 2008  
Certified Mail

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

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for VOLTAIRE PEARCE MINISTRIES, INC. I have also enclosed a check in the amount of eighty-seven dollars and fifty cents (\$87.50) for the filing fee.

Please address any questions or correspondence regarding this matter to:

The office of Steven Paul  
1158<sup>th</sup> Street  
Reedley, CA 93654

Telephone (559) 296-8206

Respectfully,

  
Steven G. Paul

**ARTICLES OF INCORPORATION**  
**OF**  
**VOLTAIRE PEARCE MINISTRIES, INC.**  
(A Florida Nonprofit Corporation)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as an incorporator of a nonprofit Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I**  
**NAME**

The name of this corporation is VOLTAIRE PEARCE MINISTRIES, INC. hereinafter also referred to as the "Corporation."

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal office of the Corporation within the State of Florida shall be located at: 1446 25th Street SW, Vero Beach, Florida. 32962.

The Corporation may have such other offices, either within or outside the State of Florida, as the Board of Directors may determine from time to time.

The mailing address of the Corporation shall be: 1446 25th Street SW, Vero Beach, Florida. 32962.

**ARTICLE III**  
**PURPOSES, POWERS AND LIMITATIONS**

This corporation is organized and shall have continued existence under the laws of the State of Florida as a non-profit, tax exempt religious organization as described in Section 501(c)(3) of the

Internal Revenue Code of 1986, as amended, (or of the corresponding provisions of any future United States Revenue Law).

**A. SPECIFIC AND PRIMARY PURPOSES**

The specific and primary purposes of this corporation are:

1. The spreading of the gospel of Jesus Christ by the establishment of a Gospel Ministry. To minister the Word of God and spread the Gospel by conducting religious services and evangelistic crusades in established churches, in public meeting facilities, through the printed page, electronic media, broadcasting, recordings, and through all other lawful means, under the direction of the Lord Jesus Christ in accordance with all the provisions set forth in the Holy Bible.
2. To promote and maintain ministries and missions in the State of Florida, the United States of America and in foreign lands; to promote fellowship and means of cooperation between ministries of similar faiths and doctrines and to spread the gospel of Jesus Christ through all lawful means.
3. To promote freedom of worship and liberty of expression within the limits of its own statement of faith and doctrine.
4. To provide for the needs of the needy, to conduct training of missionaries and ministers, to receive, hold and disburse gifts, bequests, devises and other funds for said purpose, and to do all things necessary and incidental thereto, all in accordance with the rules, regulations and doctrines of the Corporation.
5. To maintain such relations with local, state, federal and foreign governments as may be necessary for the successful accomplishments of the purposes of the organization.
6. To provide a prayerful ministry of encouragement, care and benevolence to pastors and ministers who are facing difficulty.

**B. IRREVOCABLE DEDICATION TO CHARITABLE, RELIGIOUS AND EDUCATIONAL PURPOSES.**

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TALLAHASSEE, FLORIDA

This Corporation is organized exclusively for charitable, religious and educational purposes as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**C. PROHIBITION AGAINST PRIVATE BENEFIT.**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director or Officer 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.

**D. PROHIBITION AGAINST POLITICAL ACTIVITIES.**

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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**E. GENERAL LEGAL LIMITATIONS.**

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

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JANUARY 11, 2009  
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#### ARTICLE IV DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors who shall have a fiduciary responsibility to the Corporation. There shall be Five (5) members of the initial Board of Directors of the Corporation. The initial Board of Directors shall hold office until the first Annual Business Meeting for the election of Directors or until the respective successors to such Directors shall be elected and qualified. At the end of their term of office as a Director or in the event of a vacancy on the Board, Directors shall be elected by a majority vote of the Board of Directors in the manner set forth in the Bylaws of the Corporation. The qualifications, and terms of office, shall be set forth in the Bylaws of the Corporation. The number of Directors may be fixed or changed from time-to-time only by an amendment to the Bylaws of the Corporation but at no time shall the number of Directors be less than three (3).

The names of the individuals who shall serve as the Initial Board of Directors are as follows:

Voltaire Pearce  
1446 25th Street SW  
Vero Beach, Florida. 32962

Kurt Owen  
4000 S Us Highway 1  
Post Office Box 3286  
Fort Pierce, FL 34948

Latardra Fuller  
886 Gladiola Circle  
Rockledge Fl. 32955

#### ARTICLE V MEMBERS

The Corporation shall begin its operation with no members and therefore no classes of members.

#### ARTICLE VI DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the

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TALLAHASSEE, FLORIDA

Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 VII POLICY REGARDING CONFLICTS OF INTEREST

Any Director, Officer, Member, or key employee who has an interest in a contract or other transaction before any board, committee or other voting constituency of the Corporation for authorization, approval, or ratification thereof, shall make a prompt and full disclosure of his interest to board, committee or other voting constituency, prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the board, committee or other voting constituency takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation and whether a quorum was present.

#### ARTICLE VIII INITIAL REGISTERED AGENT

The initial registered agent for service of process is Voltaire Pearce, whose mailing address is 1446 25th Street SW, Vero Beach, Florida. 32962.

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ARTICLE IX  
INCORPORATOR

The name and residence address of the subscriber of these Articles of incorporation is Voltaire Pearce, whose mailing address is 1446 25th Street SW, Vero Beach, Florida. 32962.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24<sup>th</sup> day of October, 2008.

*Voltaire A Pearce Jr*

Voltaire Pearce, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

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.

*Voltaire A Pearce Jr*

Voltaire Pearce

*11/24/08*

Date

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