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08 DEC -8 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

SUBJECT: Arete in Christ 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: Joseph C. Kempe  
Name (Printed or typed)

941 North Highway A1A  
Address

Jupiter, FL 33477  
City, State & Zip

(561) 747-7300  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**OF**  
**ARETE IN CHRIST FOUNDATION, INC.**

**FILED**  
**08 DEC -8 AM 7:45**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**A FLORIDA NOT-FOR-PROFIT CORPORATION**

**ARTICLE I**  
**NAME**

The name of the corporation is Arete in Christ Foundation, Inc.

**ARTICLE II**  
**DURATION**

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

**ARTICLE III**  
**PURPOSE**

The Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Subsection 501(c)(3) of the Internal Revenue Code of 1986.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, 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.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation except as otherwise provided by Internal Revenue Code Subsection 501(h), or participating in, or intervening in including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by corporation contributions to which are deductible under Subsection 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsection 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE IV**

#### **DIRECTORS**

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than ten (10). Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof, as appointed by the Incorporator, are as follows:

Ian K. Clemens	470 South Cochran Road
	Geneva, FL 32732

Heather I. Clemens 470 South Cochran Road  
Geneva, FL 32732

Daryl M. Cossin 26821 Minock Circle  
Redford, MI 48239

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

#### **ARTICLE V**

#### **REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at Joseph C. Kempe, Professional Association, 941 North Highway A1A, Jupiter, FL 33477. The initial registered agent of the Corporation at that address shall be Joseph C. Kempe.

#### **ARTICLE VI**

#### **MEMBERSHIP**

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

#### **ARTICLE VII**

#### **MEMBERSHIP CONTROL**

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapter 607. The Board of Directors may, however, delegate

so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax exempt purposes.

## **ARTICLE VIII** **NONSTOCK CORPORATION**

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

## **ARTICLE IX** **BYLAWS**

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

## **ARTICLE X** **AMENDMENTS**

These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

## **ARTICLE XI** **INCORPORATORS**

The name and residence address of the subscribers of these Articles of Incorporation are:

Joseph C. Kempe, Esq.  
941 North Highway A1A  
Jupiter, Florida 33477

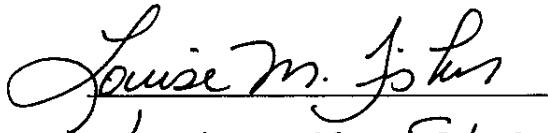
IN WITNESS WHEREOF, I have subscribed our names this 2<sup>nd</sup> day of December, 2008.

  
\_\_\_\_\_  
Joseph C. Kempe, Incorporator

STATE OF FLORIDA                     )

COUNTY OF PALM BEACH            )

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of December, 2008 by Joseph C. Kempe, as Incorporator, [☒] who is personally known to me, or [☐] who has produced \_\_\_\_\_ as identification, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

  
\_\_\_\_\_  
Louise M. Fisher

(Print name of Notary)

Notary Public

Commission Number: \_\_\_\_\_

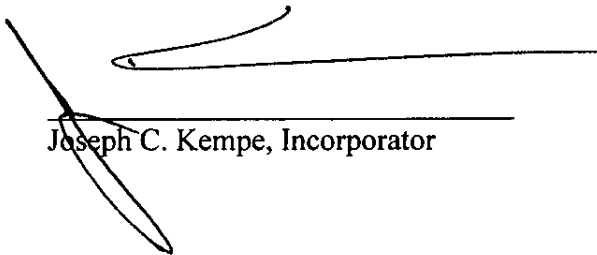


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.034(3) Florida Statutes, the following is submitted:

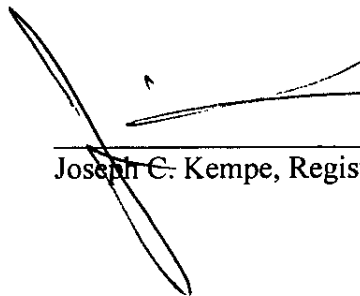
Arete in Christ Foundation, Inc., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 470 South Cochran Road, Geneva, State of Florida, has named Joseph C. Kempe, located at 941 North Highway A1A, Jupiter, FL 33477, as its agent to accept service of process within Florida.

DATE: December 2, 2008

  
\_\_\_\_\_  
Joseph C. Kempe, Incorporator

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: December 2, 2008

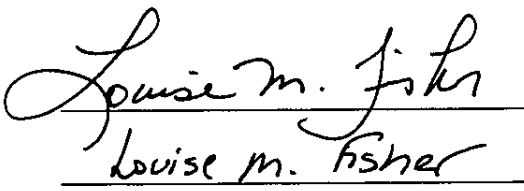
  
\_\_\_\_\_  
Joseph C. Kempe, Registered Agent

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of December, 2008 by Joseph C. Kempe, [✓] who is personally known to me, or [ ] who has produced \_\_\_\_\_ as identification, and who did take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.



  
\_\_\_\_\_  
(Print name of Notary)

Notary Public

Commission Number: \_\_\_\_\_

FILED  
08 DEC -8 AM 7:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA