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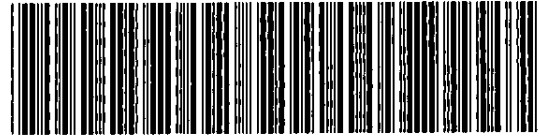
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## COVER LETTER

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

**SUBJECT:** Anglican 4th Day Center, 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: Robert Thomas *Everett Yanbrough*  
Name (Printed or typed)

1978 Mallory Square  
Address

Tallahassee, Fla. 32308  
City, State & Zip

656 - 7500  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION OF  
THE NATIONAL ANGLICAN 4TH DAY CENTER, INC.,  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE I.**

**Name**

The name of this corporation is the National Anglican 4th Day Center, Inc.

**ARTICLE II.**

**Duration**

The duration-of this corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

**ARTICLE III.**

**Purposes**

The primary purpose for which this corporation is organized is to promote and establish a National Anglican 4th Day Program for the newly emerging Anglican community of the United States in the following manner:

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A. Education - To support and benefit the Christian educational activities and provide Anglican 4th Day materials to Anglican Churches and groups;

B. Worship/Music - To support and benefit the Christian worship activities of the Anglican Churches; and

C. Training for leaders and participants on conducting an Anglican 4th Day retreat that serves to encourage Christian growth, and apostolic action.

The purpose of this corporation is to attract contributions to be used for above described actions.

Donors may restrict their gifts to specific purposes consistent with the purposes of the corporation, or the donor may make unrestricted gifts in which case the gift may be used at the discretion of the trustees, consistent with the provisions of this corporation.

The corporation may undertake any action necessary to further this general purpose.

The corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal

Revenue Code.

## **ARTICLE IV.**

### **Dedication of Assets**

All of the funds and other property of this corporation and any monies or other benefits from its operations shall be used solely for the charitable projects in furtherance of the purposes of the corporation. No dividends shall be paid and no part of the income or other funds of the corporation of any kind shall be used for the individual benefit of shareholders, directors, officers, employees or any other persons except as reasonable compensation for services rendered to the corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection therewith.

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 (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activity or 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a corporation

contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

## **ARTICLE V.**

### **Membership**

The corporation shall have no members.

## **ARTICLE VI.**

### **Location of Principal Office, Initial Registered Office and Name of Initial Registered Agent**

The mailing and street address of the principal office of the corporation is 8632 Miles Johnson Road, Tallahassee, Florida 32309.

The name and street address of the initial registered office of the corporation is Thomas Crapps, Crapps Law Firm, 1114-P Thomasville Road, Tallahassee, Florida 32309.

## **ARTICLE VII.**

### **Initial Trustees**

The directors of the corporation shall be referred to as trustees. There shall be five trustees constituting the initial board of trustees. The names and address of each person who is to serve as an initial trustees will be determined at an inaugural meeting. The initial Chair of the Trustees will be Mr. Robert Thomas, P.O. Box 13567, Tallahassee, Florida 32317.

The trustees will select three officers for the corporation, a President, Secretary, and Treasurer to operate the day to day business of the corporation. The duties and terms of the officers will be defined in bylaws that will be adopted by the corporation.

## **ARTICLE VIII.**

### **Incorporator**

The name and address of the incorporator of this corporation is Everett Yarbrough, 8632 Miles Johnson Road, Tallahassee, Florida 32309.

## **ARTICLE IX.**

### **Indemnification of Trustees and Officers**

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Trustee or officer made a party or threatened

to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Trustee, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for the belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that such Trustee or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.



(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Trustee or officer seeks indemnification were properly incurred and that such Trustee or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Trustees that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such

person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0285, Florida Statutes, or any other provision of law exonerating officers or trustees of Florida not for profit corporations from liability.

## **ARTICLE X.**

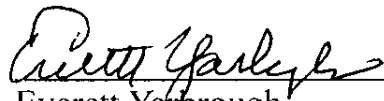
### **Management of Corporate Affairs**

(a) Board of Trustees: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be five (5); provided, however, that such

number may be changed by the addition of trustees by unanimous action of the trustees. The initial board of trustees shall consist of the persons determined at the first meeting.

(b) Corporate Officers: The Board of Trustees shall elect such officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of trustees.

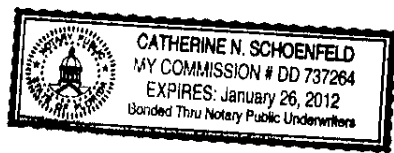
The undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these articles of incorporation on December 16, 2008.

  
Everett Yarbrough

STATE OF FLORIDA  
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared Everett Yarbrough, who upon being first duly sworn according to law, deposes and says that he executed the foregoing ARTICLES OF INCORPORATION.

SWORN TO AND SUBSCRIBED before me on this 16th day of December, 2008, by Everett Yarbrough who is personally known to me.



*Catherine N. Schoenfeld*  
Notary Public

Commission No.

My Commission Expires:

Having been named as registered agent to accept service of process for the above state 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.

*Anna Lynn*

Signature/Registered Agent

*12/16/08*

Date

*Everett Yarbrough*

Signature/Incorporator

*12/16/08*

Date

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