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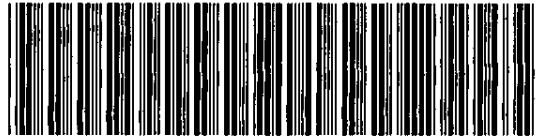
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TALLAHASSEE, FLORIDA

J. Shivers JAN 21 2009
69-1-607
6/9

501(c)(3)
ARTICLES OF INCORPORATION OF
Man and Woman by God Ministries, Inc.

The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity under Florida Statutes, Chapter 617, adopts the following articles of incorporation.

**ARTICLE I
CORPORATION NAME**

The name of this corporation shall be: Man and Woman by God Ministries, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The corporation's principal place of business and mailing address is:

Business address: 448 Village View Lane, Longwood, FL 32779

Mailing address: P.O. Box 195896 Winter Springs, FL 32719-5896

**ARTICLE III
PURPOSE**

This corporation is organized exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations.

To this end, the corporation shall strive to accelerate the fulfillment of the Great Commission of Jesus Christ by developing, sending and supporting missions-minded believers. This will be accomplished by simultaneously training men and women in a high-quality, missions-focused, Christian discipleship program, to fully develop each participant's body, mind and spirit for the glory of God and to pass this training on to other men and women.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE IV
DIRECTORS/MANNER OF ELECTION**

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

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ARTICLE V INITIAL DIRECTORS

Director #1 – David Wessel, 448 Village View Lane, Longwood, FL. 32779 (President)
Director #2 - Gayle Wessel, 448 Village View Lane, Longwood, FL. 32779 (Vice President)
Director #3 – Paul Cleveland, 510 Archaic, Winter Haven, FL. 33880 (Treasurer)
Director #4 – Mike Macbeth, 1604 Silktree Circle, Sanford, FL. 32773 (Secretary)

ARTICLE VI LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the 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 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE VII DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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 a 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 IX REGISTERED AGENT

The registered agent of this corporation is:

David Wessel : 448 Village View Lane, Longwood, FL. 32779.

ARTICLE X INCORPORATOR

The incorporator of this corporation is:

David Wessel : 448 Village View Lane, Longwood, FL. 32779.

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.

David S. Wessel 01.17.09

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