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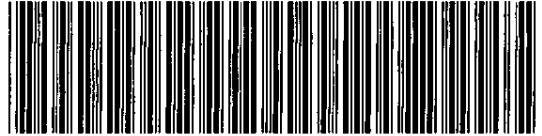
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2009 FEB -5 PM 4:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T. Burch FEB 6 2009

**COVER LETTER**

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

**SUBJECT:** Clay Hill Church of Christ, 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:** Clay Hill Church of Christ, Inc.  
Name (Printed or typed)

4159 County Road 218 West Suite C  
Address

Middleburg, Florida 32068  
City, State & Zip

904-316-3004  
Daytime Telephone number

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



RECEIVED  
DEPARTMENT OF STATE

09 FEB -5 PM 12:55

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 27, 2009

CLAY HILL CHURCH OF CHRIST, INC.  
4159 COUNTY ROAD 218 WEST STE C  
MIDDLEBURG, FL 32068

SUBJECT: CLAY HILL CHURCH OF CHRIST INC.  
Ref. Number: W09000004053

We have received your document for CLAY HILL CHURCH OF CHRIST 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):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.)

The registered agent must sign accepting the designation.

You must list at least one incorporator with a complete business street 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) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 109A00002961

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I: NAME**

Section 1: The name of the Corporation shall be: "Clay Hill Church of Christ Inc."

Section 2: The Corporation is formed as a church of Christ.

Section 3: The Corporation is formed to be perpetual in duration.

Section 4: The Corporation is structured for its members not to have voting rights.

**ARTICLE II: PRINCIPAL OFFICE**

Section 1. The principal street address and mailing address is:

4159 County Road 218 West  
Suite C  
Middleburg, Florida 32068

**ARTICLE III: PURPOSE**

Section 1. The corporation is organized as a congregation of the churches of Christ (Romans 16:16) organized under the authority of Jesus Christ with the purpose of carrying out the mission Jesus Christ gave to His own church: to seek and save the lost (Luke 19:10).

- a. To Preach The Gospel To The Lost – Mark 16:15. "And he said unto them, Go ye into all the world, and preach the gospel to every creature."
- b. To Teach/Build Up Our Christian Brethren – Galatians 6:1-2. "Brethren, if a man be overtaken in a fault, ye which are spiritual, restore such an one in the spirit of meekness; considering thyself, lest thou also be tempted. Bear ye one another's burdens, and so fulfill the law of Christ."
- c. To Be Charitable To Those Truly In Need – 1 John 3:17. "But whoso hath this world's good, and seeth his brother have need, and shutteth up his bowels of compassion from him, how dwelleth the love of God in him?"

Section 2. The Corporation is organized exclusively for religious and charitable purposes, complying with section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

Section 3. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FILED  
2009 FEB -5 PM 4: 20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE IV: MANNER OF ELECTION OF BOARD OF DIRECTORS**

Section 1. "Board of Directors" or "board" means the group of persons vested with the management authority who are managing the Corporation's legal affairs. The term "Director" includes Corporation Officers and other persons who, in accordance with these articles, serve as members of the Board of Directors.

Section 2. The initial Board of Directors shall consist of three persons. The initial Directors shall serve a one year term of office. Directors shall serve until their successors shall have been elected and qualified.

Section 3. The initial Directors of the Corporation shall be as follows:

- a. Director: Paul Kozera  
Clay Hill church of Christ 4159 County Road 218 West, Suite C, Middleburg, FL.  
32068
- b. Director: John D. Rose  
Clay Hill church of Christ 4159 County Road 218 West, Suite C, Middleburg, FL.  
32068
- c. Director: David B. Watson  
Clay Hill church of Christ 4159 County Road 218 West, Suite C, Middleburg, FL.  
32068

Section 4. The number of Directors to serve on the Board of Directors may be amended by a duly adopted resolution of the Board of Directors; however, this number shall not be less than the minimal number required by Florida law.

Section 5. All Directors (except elders) after the initial board shall serve one year terms. All Directors shall be elected each year at the annual meeting of the board by majority vote of the board; however, current Directors shall serve until their successors shall have been elected and qualified.

Section 6. In all cases, whenever the congregation installs a plurality of elders (an eldership), properly appointed in accordance with 1 Timothy 3:1-11 and Titus 1:5-11, such elders will automatically be appointed as Directors without a vote. These elders/Directors will not face a yearly vote like other Directors but will continuously hold their office as Directors as long as they serve faithfully as elders over the congregation. When the congregation installs elders, their direct appointment to the board shall simultaneously and immediately cause the removal of all existing Corporation Directors and Officers, leaving the elders as the only Directors/Officers on the Board of Directors. If the number of elders appointed by the congregation is less than the minimum number of Directors required by Florida law, the board shall select sufficient men from the congregation to serve as Directors to meet the statutory requirements. Nothing shall preclude the elders from adding additional Directors at a later time if they deem necessary.

Section 7. As directed by the eldership (or the consensus of the men of the congregation when an eldership does not exist), the activities and assets of the Corporation shall be managed and controlled by the Board of Directors which shall exercise all the powers of the Corporation and do all acts and things as are not, by law, the Articles of Incorporation or these By-laws, directed or required to be done or exercised solely by the Officers.

Section 8. The Board of Directors may, by resolution adopted by the affirmative vote of 66% or more of the Directors, remove a fellow board member except a board member who is an elder. Sixty-six percent of all Directors, not 66% of those Directors in attendance at the meeting, must vote in favor of removal for the resolution to pass. Board members who are elders are removed from the board by being removed from the eldership in accordance with 1 Timothy 5:17-22 and similar passages.

#### **ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS**

Section 1. The initial Officers of the Corporation shall be as follows:

- a. President: David B. Watson  
Clay Hill church of Christ 4159 County Road 218 West, Suite C,  
Middleburg, FL. 32068
- b. Secretary: Paul Kozera  
Clay Hill church of Christ 4159 County Road 218 West, Suite C,  
Middleburg, FL. 32068
- c. Treasurer: John D. Rose  
Clay Hill church of Christ 4159 County Road 218 West, Suite C,  
Middleburg, FL. 32068

Section 2. President:

- a. The President shall preside at all meetings. If the President is absent at a meeting, then the President shall designate an officer or director to preside at such meeting.
- b. The President shall appoint any and all committees, temporary or permanent.
- c. The President shall see all books, reports and certificates required by law are properly kept or filed.
- d. The President shall be one of the Officers who may sign the checks or drafts of the corporation.
- e. The President shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

Section 3. Secretary:

- a. The Secretary shall keep the minutes and records of the Corporation in a record book. The record book shall include, but not be limited to, originals, copies or certified copies of the Corporation's original and any

- amended, corrected, or restated, Acknowledgment of Filing, Certificate of Formation, By-laws, minutes of meetings, and written consents, etc.
- b. The Secretary shall file any certificate required by any federal or state statute.
  - c. The Secretary shall give and serve all notices to members of this Corporation.
  - d. The Secretary shall be the official custodian of the records and seal of this Corporation.
  - e. The Secretary shall present to any meeting any communication addressed to him as Secretary of the Corporation.
  - f. The Secretary shall attend to all correspondence of the Corporation and shall exercise all duties incident to the office of Secretary.

**Section 4. Treasurer:**

- a. The Treasurer shall have the care and custody of all monies belonging to the Corporation and shall be solely responsible for such monies or securities of the Corporation. He shall cause to be deposited in a regular business bank or trust company a sum as directed by the Officers of the Corporation. The balance of the funds of the Corporation shall be deposited in a savings institution except that the Officers may cause such funds to be invested in such investments as shall be legal for a non-profit organization in this state.
- b. The Treasurer must be one of the Officers who shall sign checks or drafts of the Corporation. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.
- c. The Treasurer shall render at stated periods as the Officers shall determine a written account of the finances of the Corporation and such report shall be physically affixed to the minutes of the Officers of such meeting.
- d. The Treasurer shall exercise all duties incident to the office of Treasurer.

Section 5. No officer or director shall, for reason of his office, be entitled to receive any salary or compensation. Nothing herein shall be construed to prevent an Officer or Director from receiving any compensation from the corporation for duties other than as an Officer or Director.

**ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS**

Section 1. The initial Registered Agent for the Corporation shall be David B. Watson (The Corporation President).

Section 2. The Corporation's Registered Office shall be initially located and maintained at 4159 County Road 218 West, Suite C, Middleburg, Florida 32068, and may, at a later date be moved to such other location as the Board of Directors may from time to time designate. Correspondence should be directed to the Corporation at 4159 County Road 218 West, Suite C, Middleburg, Florida 32068.

## **ARTICLE VII: INCORPORATOR**

Section 1. The name of the Incorporator is: John D. Rose (The Corporation Treasurer).

Section 2. The address of the Incorporator is:

4159 County Road 218 West  
Suite C  
Middleburg, Florida 32068

## **ARTICLE VIII: RELIGIOUS RULES**

Section 1. Being a church of Christ, the Corporation will operate under the authority of the New Testament as to religious faith and practice. No vote at any time should be taken to alter any matter of religious doctrine set forth in the Bible, nor will the results of any such vote which is contrary to the New Testament be binding upon the Corporation or its members.

Section 2. In the event the Congregation ever goes off into apostasy and becomes unfaithful to God's Word (the Bible) in its belief or practice, the Congregation and its associated Corporation shall be dissolved and all church property and assets will be liquidated and funds dispersed in accordance with law. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Before the funds are given to any other eligible 501(c)(3) organization or for any other eligible purpose, all monies realized from the sale of the Corporation's property and assets must be first offered to one or more congregation(s) of the churches of Christ that are faithful to God's Word in belief and practice. The receiving congregations MUST be eligible to receive the funds under section 501(c)(3) of the Internal Revenue Code and, if they receive them, MUST agree to use the funds for one or more exempt purposes (e.g. religious and charitable purposes) as required by the federal tax code. If there are no faithful churches of Christ that are eligible to receive the funds under section 501(c)(3), then, secondarily, the funds can be dispersed for other exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No individual member of the Clay Hill Church of Christ shall profit or gain from the liquidation or dispersion of property and assets. Further, no monies will be given to any member of the congregation except to resolve the congregation's existing, written, financial obligation to a member or members, or lending institution (written documentation must show a legitimate debt existed prior to the liquidation of Corporation's assets).

## **ARTICLE IX: MEETINGS**

Section 1. Meetings of the Board of Directors may be held either at the Corporation's Registered Office or at such other place as the Board shall from time to time order.

Section 2. Directors may appear, in person, at any duly called meeting. They also may "appear" by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other, and participation in a



meeting in this manner shall constitute the equivalence of meeting in person at a meeting. Furthermore, a Director appearing at meeting via telephone conference shall also be allowed to vote by this medium. It is permissible for all Directors to appear at a meeting via telephone conference or similar communication system.

Section 3. An Action by Consent is any action which is required to be or may be taken at a meeting of the Directors which also may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the Directors. The written consent may be executed in several identical counterparts by the Directors with the effect as if the Directors had executed a single document.

#### **ARTICLE X: ORDER OF BUSINESS**

Section 1. At meetings of the Corporation, the order of business shall be as follows:

- a. Roll Call.
- b. Reading (and Acceptance) of the Minutes of the preceding meeting.
- c. Reports of Committees.
- d. Reports of Officers.
- e. Old and Unfinished Business.
- f. New Business.
- g. Adjournments.

#### **ARTICLE XI: VOTING & MEETING MINUTES**

Section 1. At all meetings, the voice vote shall be the standard vote. Other types of voting may be used, as needed, with the majority consent of the Directors present.

Section 2. The Secretary or other designated individual will take, and transcribe, written minutes of each meeting. These minutes will, at a minimum, record, in writing, the decision made by each individual who decided or voted on each issue to come to a vote during the meeting.

Section 3. Upon a vote of the majority, the issue under consideration shall pass.

Section 4. No individual having a personal interest or conflict of interest in the question being voted upon shall be allowed to vote on that question or issue.

Section 5. Once the meeting minutes have been read and accepted at the next meeting, they become available for inspection by any member of The Clay Hill Church of Christ.

#### **ARTICLE XII: AMENDMENTS**

Section 1. These By-Laws may be altered, amended, repealed by an affirmative vote of not less than 66% percent of the Directors.

DATE: 2/1/09

David B. Watson  
David B. Watson – President

Paul Kozera  
Paul Kozera – Secretary

John D. Rose  
John D. Rose – Treasurer

\*\*\*\*\*

Having been named as registered agent to accept services 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 B. Watson  
Signature/Registered Agent

February 1, 2009  
Date

John D. Rose  
Signature/Incorporator

02/01/2009  
Date