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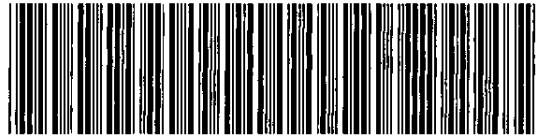
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2009 AUG 12 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-13

COVER LETTER

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

SUBJECT: Genesis Way Ministries, 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: Sherman C. Smith
Name (Printed or typed)

1553 Seawolf Trail
Address

Jacksonville, FL 32221
City, State & Zip

904-613-8010
Daytime Telephone number

shermancsmith@bellsouth.net
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
Genesis Way Ministries, Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation is Genesis Way Ministries, Inc.
1553 Seawolf Trail Jacksonville, FL 32221

ARTICLE II: PURPOSE AND GOALS

The purpose or purposes for which the corporation is organized are:

- A. The corporation is a faith-based organization that promotes family restoration by providing residential housing, training and financial management services to families who are unable to meet their basic housing needs with a long term goal of home ownership. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code.
- B. The corporation is organized exclusively for family strengthening and reunification, by providing warm safe residential services for a term not to exceed one year. Accommodations will include free room and board, training in financial development along with other educational resources. Our philosophy is that individuals who were once responsible citizens can with the assistance of Genesis Way Ministries become once again contributing members to society. Through spiritual inspiration the family unit will experience restoration, inner healing, that encourages dignity, self-worth with a capacity for self-realization and development of spiritual principles. The long term goal is to assist families in creating solid business practices within the family unit that will lead to home ownership.

ARTICLE III: FORM OF ORGANIZATION

Section 1: The Corporation is organized on a non-stock basis.

Section 2: There are no stock shares.

Section 3 (a): The corporation owns no real property.

Section 3 (b): The corporation possesses the following assets:

Personal Property: none

Miscellaneous Property: 0

Total Asset: 0

Section 3 (c): The Corporation shall be financed under the following general plan: donations, grants and all services provided on site will be free of charge. Fund Raising fees and grants shall be used to finance the leasing of facilities and operating expenses of the corporation.

Section 3 (d): The Corporation is organized on a directorship basis.

Section 3 (e): No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, members, trustees, officers, or other private persons except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be for carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 3 (f): Upon the dissolution of the corporation, assets shall be distributed to Youth Character Building, which is a non-profit corporation in the State of FL. Any such assets not so disposed of shall be disposed of by the Court where the principal office of the corporation is 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.

Section 3 (d): The duration of the Corporation shall be perpetual.

ARTICLE IV: REGISTERED OFFICE, REGISTERED AGENT

Section 1: The address of the registered office is: 1553 Seawolf Trail Jacksonville, Fl 32221.

Section 2: The mailing address of the registered office is the same as above.

Section 3: The name of the registered agent at the registered office is: Sherman C. Smith.

ARTICLE V: INCORPORATORS

The names and addresses of the incorporators are as follows:

| Name | Residence or Business Address |
|------------------|-------------------------------------|
| Sherman C. Smith | 1553 Seawolf Jacksonville, FL 32221 |

ARTICLE VI: MEMBERS

Any action required or permitted by the board will require a meeting of the voting board members.

No action or a vote may be taken without a quorum and prior notice of said meeting Email to all voting board members.

ARTICLE VII: DIRECTORS

Section 1: The business and affairs of the corporation shall be managed by a Board of Directors.

The number of Directors, their terms of office, and qualifications shall be fixed by the Bylaws of the corporation, provided that the number of directors shall not be less than three (3).

Section 2: The number of directors constituting the initial Board of Directors is four (4). The names of the persons who are to serve as the initial Board of Directors are as follows with their mailing addresses being the same as the corporation:

1. Sherman C. Smith 1553 Seawolf Trail Jacksonville, Fl 3221- President.
2. Clarence Hampshire 508 Franklin Street Green Cove Springs, FL 32043 – Vice President
3. Kathy Lawrence 85 Debarry Avenue # 3054 Orange Park, Fl 32073

ARTICLE VIII: LIABILITY

Section 1: The private property and assets of the board members of this corporation shall not be subject to or be liable for any debts, liabilities, or obligations of the corporation. This provision does not eliminate or limit the liability of a director or officer for any of the following: Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; A transaction from which the director or officer derived an improper personal benefit; An act or omission occurring before the effective date of the provision granting limited liability; an act or omission that is grossly negligent.

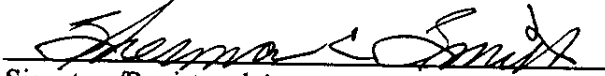
Section 2: The corporation assumes the liability for all acts or omissions of a director, volunteer officer, or other member occurring on or after the effective date of the incorporation, provided: The member was acting or reasonably believed he or she was acting within the scope of his or her authority; the member was acting in good faith; the member's conduct did not amount to gross negligence or willful and wanton misconduct.

IN WITNESS WHEREOF, we have hereunto affixed our signatures as incorporators this 1st day of July 2009.


Sherman c. Smith
INCORPORATOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.



Signature/Registered Agent

8-5-09

Date