

SEP-14-2009 10:06:11

AX 10

P. 01

Division of Corporations

Page 1 of 1

**109000008979**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**NWT**  
**10210-1**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H09000200556 3)))



H090002005563ABC.

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : ZIMMERMAN, KISER, & SUTCLIFFE, P.A.  
Account Number : I19990000006  
Phone : (407) 425-7010  
Fax Number : (407) 425-2747

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

09 SEP 14 PM 4:27

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 SEP 14 P 1:50

FILED

**FLORIDA PROFIT/NON PROFIT CORPORATION**

Clayton Cloer Ministries, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

SEP 15 2009  
11elp  
**D.A. WHITE**

**FILED**

((H09000200556 3)))

2009 SEP 14 P 1:50

**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**OF**

**CLAYTON CLOER MINISTRIES, INC.**  
(a not-for-profit corporation)

Pursuant to the filing of these Articles of Incorporation (these "Articles"), the undersigned hereby forms a Florida corporation not for profit under The Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes (the "Act").

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation formed pursuant to these Articles of Incorporation (the "Corporation") is:

**CLAYTON CLOER MINISTRIES, INC.**

**ARTICLE II**  
**PRINCIPAL OFFICE ADDRESS**

The Corporation's principal office address and mailing address shall initially be 700 Good Homes Road, Orlando, Florida 32818.

**ARTICLE III**  
**PURPOSES**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall be organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."
- (b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

((H09000200556 3)))

- (d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.
- (h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.
- (i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.
- (j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.
- (k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.
- (l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.
- (m) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.
- (n) To develop Christians, Christian leaders, and pastors throughout the world primarily through the teaching of Clayton Cloer made available through media, conferences, resources, and personal appearances.
- (o) To have and exercise all powers necessary or convenient to effect its general purpose.

Notwithstanding any other provision of this Article, the Corporation will not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (26 U.S.C. §501(c)(3)) or of corresponding provision of any future United States Internal Revenue Code, or (2) a corporation contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1986 (26

(((H09000200556 3)))

U.S.C. §170 (c)(2)) or any other corresponding provision of any future United States Internal Revenue Law. The Corporation is not organized for profit and the property of this Corporation is irrevocably dedicated to the purposes of this Corporation as set forth in this Article III of these Articles, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any member, director or officer, or to the benefit of any private individual, person, firm or corporation.

#### **ARTICLE IV**

#### **RESTRICTIONS ON DISTRIBUTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein, all subject to the requirements of the Act and the Code.

#### **ARTICLE V**

#### **OFFICERS & DIRECTORS; MEMBERS**

**5.01. Management; Number of Directors.** The property, business, and affairs of the Corporation shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws from time to time, but which number shall not be less than required by applicable statute.

**5.02. Election.** Directors shall be appointed or elected and removed, and vacancies on the Board of Directors shall be filled as provided in the Bylaws.

**5.03. Authority.** All of the duties and powers of the Corporation shall be exercised by the Board of Directors.

**5.04. Initial Directors.** The names and addresses of the initial three (3) members of the Board of Directors, who shall hold office until the election or appointment of their successors, are as follows:

<u>Name:</u>	<u>Address:</u>
Nat W. Cloer	1706 Cross Creek Drive Seneca, South Carolina 29678
Jimmie D. Williams	3326 Clubhill Drive Memphis, Tennessee 38125
Gary Jones	17721 Deer Isle Circle Winter Garden, Florida 34787-9422

**5.05. Term.** The term of office for a Director shall be as established in the Bylaws for the Corporation.

**5.06. Officers.** The affairs of the Corporation shall be administered by the officers designated in accordance with the Bylaws. The names and addresses of the initial officers of the Corporation who shall serve until the election or appointment of their successors in

(((H09000200556 3)))

accordance with the Bylaws are as follows:

<u>Name:</u>	<u>Office:</u>	<u>Address:</u>
Clayton Cloer	President	700 Good Homes Road Orlando, Florida 32818
Jimmie Williams	Treasurer	3326 Clubhill Drive Memphis, Tennessee 38125
Gary Jones	Secretary	17721 Deer Isle Circle Winter Garden, Florida 34787-9422

**5.07. Members.** Requirements for membership in the Corporation, if applicable, shall be as set forth in the Bylaws of the Corporation.

**ARTICLE VI**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the Corporation and the name of the registered agent of the Corporation located at such address is as follows:

Clayton Cloer  
Clayton Cloer Ministries, Inc.  
700 Good Homes Road  
Orlando, Florida 32818

**ARTICLE VII**  
**LIMITATIONS ON POWER OF CORPORATION AND BOARD OF DIRECTORS**

The following provisions are hereby adopted for purposes of defining, limiting and regulating the powers of the Corporation and the Directors:

(i) 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 in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code.

(ii) Upon dissolution of the Corporation, the Board of Directors shall, after paying, or making provision for the payment of, all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to one or more organizations operated exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The Board of Directors shall determine how the Corporation's assets will be distributed in

(((H09000200556 3)))

accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the court in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as the foregoing court shall determine, which are organized and operated exclusively for such purposes.

(iii) The Corporation shall indemnify the Directors and the Corporation's officers, if any, to the fullest extent permitted by the laws of the State of Florida now or hereafter in force, including the advance of expenses under the procedures provided by such laws; provided, however, that the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents of the Corporation consistent with the laws of the State of Florida.

(iv) To the fullest extent permitted by Florida statutory or decisional law, as amended or interpreted, no Director or officer of the Corporation shall be personally liable to the Corporation for money damages. No amendment of these Articles or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

The enumeration and definition of particular powers of the Board of Directors included in this Article VII shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the laws of the State of Florida now or hereafter in force, except to the extent that the laws of the State of Florida permit activities which are not permitted under federal law for any organization which constitutes an organization organized and operated exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE VIII** **DURATION**

The duration of the Corporation shall be perpetual, unless earlier dissolved and liquidated in accordance with the Bylaws of the Corporation.

#### **ARTICLE IX** **INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

Clayton Cloer  
700 Good Homes Road  
Orlando, Florida 32818

[signatures next page]

((H09000200556 3)))

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation has executed these Articles of Incorporation of **CLAYTON CLOER MINISTRIES, INC.**, a Florida not for profit corporation, on September 8, 2009.

INCORPORATOR:

Clayton Cloer  
Clayton Cloer

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of September, 2009, by Clayton Cloer.

Vickie E. Maloney  
Signature of Notary Public

VICKIE E. MALONEY  
Name of Notary Public

☒ Personally Known OR  
☐ Produced Identification



Type of Identification Produced: \_\_\_\_\_

SEP-14-2009 MON 04:17 PM

FAX NO.

P. 08

((H09000200556 3)))

**FILED**

**ACCEPTANCE OF DESIGNATION**

2009 SEP 14 P 1:50

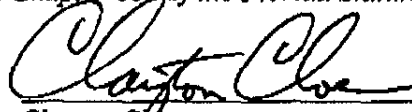
**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the undersigned submits the following statement of acceptance of his designation as Registered Agent for the Corporation:

*Having been named as Registered Agent and to accept service of process for the above stated not-for-profit corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent as provided for in Chapter 607 of the Florida Statutes.*

  
Clayton Cloer