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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Bureh OCT 22 2009

TRANSMITTAL LETTER

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

Subject: ST. JOHN MINISTRIES OF WINTER HAVEN, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check payable to the Florida Department of State in the amount of \$78.75 for Filing Fee and Certificate

FROM:
Rev. Ozell Kindle, Jr.
4199 Avenue K NW
Winter Haven, Florida 33881
(863) 640-6602
(daytime phone number)

PLEASE RETURN TO :

St. John Ministries of Winter Haven, Inc.
Rev. Ozell Kindle, Jr.
4199 Avenue K NW
Winter Haven, Florida 33881

ARTICLES OF INCORPORATION
For
ST. JOHN MINISTRIES OF WINTER HAVEN, INC.

ARTICLE I
CORPORATE AND LEGAL STATUS

The name of this nonprofit Corporation shall be St. John Ministries of Winter Haven, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business shall be 4199 Avenue K NW, Winter Haven, FL 33881. The mailing address of this corporation shall be 4199 Avenue K NW, Winter Haven, FL 33881.

ARTICLE III
CORPORATE PURPOSE AND POWERS

ST. JOHN MINISTRIES OF WINTER HAVEN, INC. is organized for purposes that are exclusively charitable, literary, and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any future Internal Revenue Service Code.

1. To organize, lead and participate in outreach services in Winter Haven, Florida and surrounding communities by means of economic development; educational training programs, resource development and assistance programs for housing and other social services; to offer health programs that provide information and opportunities for health services; to provide youth programs including after school and summer diversion, mentoring, tutoring and job training; and, to provide assistance during times of natural and other disasters.
2. To provide assistance that will empower qualified individuals to reach their full potential including serving the communities in which they live.
3. To engage in religious, educational, and benevolent activities that promotes fellowship and cooperation between those who are or may become associated with this organization.

As a means of accomplishing the above purposes, the Corporation shall have the following powers:

- a. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer judicial order or decree; or otherwise, for any of its object and purposes, any property, both real and personal, of whatever kind, nature of description and wherever situated.
- b. To sell, exchange, convey, mortgage, lease transfer or otherwise dispose of any such property, both real and personal, as the object and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

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- c. To borrow money and from time-to-time, to make; accept; endorse; execute and issue bonds; debentures; promissory notes; moneys borrowed or in payment for secure payment of any such obligations by mortgage; pledge; deed; indenture; agreement; or other instrument of trust, or by any other lien upon assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.
- d. To invest and reinvest its funds in stock, common or preferred; bonds, debentures, mortgages, or in such other securities and property, real and personal; as it shall deem advisable, subject to the limitations and conditions contained in any bequest; devise; grant or gift, provided such limitations and conditions are not in conflict with the provisions of the 501(c) (3) of the Internal Revenue of 1986, and applicable regulations thereunder, as they now exist or as they may be amended.

ARTICLE IV

MANAGEMENT OF CORPORATE AFFAIRS

The powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of a Board of Directors, which shall have three (3) Directors initially. The initial Board of Directors will be members of St. John's Missionary Baptist Church of Winter Haven, Incorporated. They shall be appointed in accordance with the bylaws and doctrines of the church. The number of Directors may be increased or decreased from time to time by a majority of Directors, but at no time, shall there be fewer than three (3) Directors of the Corporation. The Corporation may adopt an advisory board whose members need not be members of the church, but shall have no voting privileges or liability, but shall exist for the sole purpose of providing advice for the benefit of the corporation. All members and nonmembers shall be indemnified against actions arising out of judicial proceeding against this organization. The corporation reserves the right to retain any legal accounting and professional services to insure accountability and integrity in its business affairs.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The following are names and addresses of the initial Board of Directors of this corporation.

Rev. Ozell Kindle, Jr.
4199 Avenue K NW
Winter Haven, FL 33881

Gertie Scott
4199 Avenue K NW
Winter Haven, FL 33881

Betty Carter
4199 Avenue K NW
Winter Haven, FL 33881

ARTICLE VI

MANNER OF ELECTION

The corporation shall have no members and shall be governed exclusively by its Board of Directors. The manner in which the directors of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation.

ARTICLE VII

DISSOLUTION

In the event of dissolution of this Corporation, or in the event it shall cease to carry out the object and purpose herein set forth, all of the business; property and assets of the Corporation shall be distributed to a nonprofit corporation qualifying as an exempt organization under the provisions of Sections of 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the Directors of the Corporation may select and designate; and in no event shall assets of said property, in the event of dissolution thereof go or be distributed or contributed by such directors, for any such purpose. Any of such assets not disposed of shall be disposed by the District Court 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 purpose.

ARTICLE VIII

MISCELLANEOUS

Notwithstanding any other provisions of these Articles to the contrary herein, in the conduct of the affairs of the Corporation:

- a. The Corporation shall neither have nor exercise any power, nor engage directly in any activity that would invalidate its status:
- b. As a corporation which is exempt from income taxation, as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law); or
 1. As a corporation whose 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 law).
- c. The property of the corporation is irrevocably dedicated to religious, educational and charitable purposes, and not a part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private persons; except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered pertinent to it and to make payments and distributions in furtherance of the purposes set forth in these Articles.
- d. No substantial part of the activities of the Corporation shall consist of carry on propaganda, or otherwise attempting to influence legislature; nor shall it in any manner or to any extent, participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in activities that are unlawful under applicable federal, state or local laws.

- e. The corporation shall not operate for the purpose of carrying on a trade or business profit; Accumulate income, invest income, or divert income in a manner endangering its exempt status; or except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the corporation.
- f. The corporation's operations are to be conducted principally in the United States of America; the corporation may conduct operations in foreign countries, subject however, to the laws of the State of Florida.

ARTICLE IX AMENDMENTS

Amendments to these Articles of Incorporation may be adopted by a majority of the directors in the manner set forth in the Bylaws of the Corporation.

ARTICLE X INCORPORATORS

The names and address of the incorporators are:

Rev. Ozell Kindle, Jr.
4199 Avenue K NW
Winter Haven, FL 33881

Gertie Scott
4199 Avenue K NW
Winter Haven, FL 33881

Betty Carter
4199 Avenue K NW
Winter Haven, FL 33881

ARTICLE XIII INITIAL REGISTERED AGENT

The name of the Registered Agent is:

Rev. Ozell Kindle, Jr.
4199 Avenue K NW
Winter Haven, FL 33881

**Acceptance of Appointment of Registered Agent
For
St. John Ministries of Winter Haven, Inc.**

Having been named as registered agent, and accepting service of process of the above named 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 am familiar with and accept the obligations of my position.

Ozell Kindle, Jr.
Ozell Kindle, Jr.
Registered Agent

October 18, 2009
Date

We, the Board of Directors of St. John Ministries of Winter Haven, Inc. do sign our names as Incorporators this 18 Day of October 2009.

Rev. Ozell Kindle, Jr.
Rev. Ozell Kindle, Jr.
Incorporator

Gertie A. Scott
Gertie Scott
Incorporator

Betty Carter
Betty Carter
Incorporator

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