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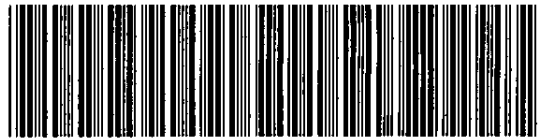
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2009 NOV 12 PM 4:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch NOV 13 2009

## TRANSMITTAL LETTER

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

**THE PALMS COMMUNITY CHURCH, INC.**

SUBJECT \_\_\_\_\_  
(Proposed corporate name-must include suffix)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\_\_\_ \$70.00    **X \$78.75**    \_\_\_ \$78.75    \_\_\_ \$ 87.50

Filing Fee	Filing Fee	Filing Fee	Filing Fee,
	Certificate of Status	Certified Copy	Certified Copy
			& Certificate
			Of Status
			<b>ADDITIONAL COPY</b>
			<b>REQUIRED</b>

**DANIEL R. STAHL**

**FROM:**

\_\_\_\_\_  
Name (Printed or typed)  
425 Arch Ridge Loop  
\_\_\_\_\_  
Address  
Seffner, FL 33584  
\_\_\_\_\_  
City, State & Zip  
(813) 841-9598  
\_\_\_\_\_  
Daytime Telephone Number

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

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2009 NOV 12 PM 4:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
of

**THE PALMS COMMUNITY CHURCH, INC.**

I, the undersigned, hereby make, subscribe, acknowledge, and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**Article I**  
**NAME**

The name of the corporation is: THE PALMS COMMUNITY CHURCH, INC.

**Article II**  
**PRINCIPAL OFFICE**

The address of the principal office and the mailing address of this corporation shall be:

425 Arch Ridge Loop  
Seffner, FL 33584

or such other address within the State of Florida as the Board of Directors/Elders may from time to time designate.

**Article III**  
**PURPOSE**

- 1) Permitted Activities. The purposes for which the Corporation is organized are to function as a Christian church and to engage in such activities as are authorized for a Christian Church, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for religious, charitable, benevolent, missionary, and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they may now exist or as they may hereafter be amended. The Corporation shall have any and all lawful powers provided in Florida Statutes, particularly Chapter 617, that are not in conflict with these Articles. This Corporation shall further be empowered to purchase, improve, rent, lease, own, mortgage, hold, enjoy, maintain, and sell real estate, to borrow money and contract debts, and to issue bonds, promissory notes or other obligations and evidences of indebtedness, and to do all and everything necessary and proper for the accomplishment of the objects enumerated herein or necessary or incidental to the specific powers and privileges

which are, can be, or may be granted to corporations under the laws of the State of Florida.

- 2) Prohibited Activities. This Corporation is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Corporations' earnings, assets or accumulations shall inure to the benefit of any member, director or individual. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by:

- i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or
- ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law. In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Corporation to, on behalf of the Corporation:

- (a) Allow any part of the net earnings to inure to the benefit of a private individual, including any member, director, officers, or subscriber of this Corporation.
- (b) To carry on propaganda or to attempt to lobby or influence legislation.
- (c) To intervene in any political campaign or to endorse any candidates for public office.
- (d) To do any of the following:
  - (i) Lend any part of the Corporation's income or corpus without adequate security and a reasonable rate of interest to
  - (ii) To pay excessive salaries or other compensation over a reasonable allowance to
  - (iii) To make any part of the Corporation's services available on a preferential basis to
  - (iv) To make substantial purchase of securities or other property for less than adequate consideration from
  - (v) Sell any substantial part of the property of the Corporation for less than an adequate consideration, or
  - (vi) To engage in any other transaction which results in substantial diversion of the Corporation's income, assets, or corpus to:

The subscribers, officers, or directors of the Corporation or to any person who has made a substantial contribution to the Corporation, or to any brother or sister (whether by the half or whole blood), spouse, ancestor or lineal descendent of the foregoing or to any corporation controlled by any of the foregoing either directly or

indirectly of the fifty-one percent (51%) of the total combined voting power of such corporation.

- (e) To violate the provision of Florida Statutes, Chapter 617, where applicable.

#### **ARTICLE IV DISSOLUTION**

In the event of dissolution, the residual assets of the organization will be turned over first: to another non-profit organization that qualifies as a church; second, one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law; or third, to the Federal, State or local governments for exclusive public purposes.

#### **ARTICLE V DIRECTORS**

There shall be a minimum of three (3) and a maximum of six (6) members of the initial Board of Directors of the Corporation. At a future time, these "Directors" will become a Board of "Elders." The number of Directors may be increased by the affirmative vote of the members as provided in the By-Laws. Election of directors shall be by the members as provided for in the By-Laws. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Daniel R. Stahl	425 Arch Ridge Loop Seffner, FL 33584
Michael Fitzgerald	115 N. Pinewood Avenue Brandon, FL 33510

#### **ARTICLE VI TERM OF EXISTENCE**

The term for which this Corporation is to exist shall be perpetual.

#### **ARTICLE VII OFFICERS**

The legal affairs of the Corporation are to be managed by a President, Vice-President/Treasurer, and a Secretary/Clerk. The Board of Directors may create other offices. All officers will be appointed by the Board of Directors and approved by the Members annually at the regular annual business meeting. The names of the persons who

are to serve as officers until the first appointment of officers under these Articles of Incorporation and their respective offices are:

<u>Name</u>	<u>Office</u>
Daniel R. Stahl	President

#### **ARTICLE VIII MEMBERS**

The Corporation shall have members who have signed a membership covenant agreeing to the Corporation's purposes, beliefs, and structure.

#### **ARTICLE IX BY-LAWS**

The By-Laws of the Corporation are to be made, altered, or rescinded by the Directors of the Corporation, as provided for in the By-Laws.

#### **ARTICLE X AMENDMENTS TO ARTICLES**

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Members, as specified under the laws of Florida.

#### **ARTICLE XI REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 425 Arch Ridge Loop, Seffner, FL 33584. The name of the Corporation's initial registered agent at such address is Daniel R. Stahl. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office to any other address in the State of Florida.

#### **ARTICLE XII INCORPORATORS**

The names and residence addresses of the subscribers of the Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Daniel R. Stahl	425 Arch Ridge Loop Seffner, FL 33584

**ARTICLE XIII  
CONFLICT OF INTEREST**

Conflict of Interest Policy is attached and made a part hereof.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 31 day of October 2009.

Daniel R. Stahl  
Daniel R. Stahl

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 31 day of October 2009 by Daniel R. Stahl, who is personally known to me.



IVETTE HERNANDEZ  
Printed Name  
Notary Public  
My Commission Expires. July 15, 2013

**CERTIFICATE OF ACCEPTANCE**

Having been named to accept service of process for the above-stated Corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept the obligations of this position.

Daniel R. Stahl  
Daniel R. Stahl  
Registered Agent

10-31-09  
Date

## **THE PALMS COMMUNITY CHURCH, INC.**

### **CONFLICT OF INTEREST POLICY**

#### Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's (Corporation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

#### Article II Definitions

##### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

##### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement.
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.



Article III  
Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction arrangement, and a record of any votes taken in connection with the proceedings.

#### Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who received compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or

indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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#### Article VII Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

#### Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.