

No 9000011211

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

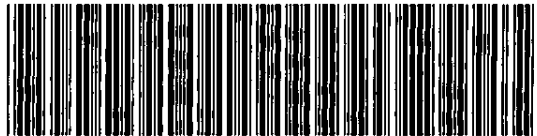
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800162682218

11/19/09--01033--005 \*\*70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2009 NOV 19 PM 4:17

11/20/09

---

# ROSSWAY MOORE & TAYLOR

---

ATTORNEYS AND COUNSELORS AT LAW

JOHN E. MOORE, III\*  
BRADLEY W. ROSSWAY  
HELEN E. SCOTT  
J. ATWOOD TAYLOR, III\*  
THOMAS W. TIERNEY\*\*

\*ALSO ADMITTED IN  
THE DISTRICT OF COLUMBIA

\*\*ALSO ADMITTED IN CALIFORNIA

\*\*\*ALSO ADMITTED IN LOUISIANA

THE OAK POINT PROFESSIONAL CENTER  
5070 NORTH HIGHWAY A-1-A  
SUITE 200  
VERO BEACH, FLORIDA 32963  
TELEPHONE (772) 231-4440  
FACSIMILE (772) 231-4430

SHANNON M. BANITT  
LOUIS J. LUPIN\*\*\*  
DEBORAH MARTIN-LEE  
STEPHANIE L. VELASQUEZ  
MICHAEL J. SWAN  
OF COUNSEL

November 16, 2009

Secretary of State  
State of Florida  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

**RE: Military Moms Prayer Group, Inc.**

Ladies and Gentlemen:

In regard to the above, please find enclosed the Articles of Incorporation for filing with the Secretary of State's Office.

This firm's check in the amount of \$70.00 is also enclosed to cover your filing fee and the Registered Agent fee.

Thank you for your assistance and for returning your Certificate of Filing to this office in the enclosed, self-addressed, stamped envelope.

Sincerely,



J. Atwood Taylor, III

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2009 NOV 19 PM 4:17

JAT:sms\F:\Taylor\Sherri\Corporations\SecState-Inc.L.doc

Encs.

CC: Ms. Pam Proctor, w/encs.

2009 NOV 19 PM 4:17

## ARTICLES OF INCORPORATION

OF

### MILITARY MOMS PRAYER GROUP, INC.

The undersigned incorporator hereby forms a not-for-profit corporation under Chapter 617 of the laws of the State of Florida.

#### ARTICLE I. NAME

The name of the corporation shall be as follows:

**MILITARY MOMS PRAYER GROUP, INC.**

The principal place of business of this Corporation (hereinafter referred to as the "Corporation") shall be 940 Lantern Lane, Vero Beach, Florida 32963, and the mailing address shall be the same.

#### ARTICLE II. POWERS

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide support to American troops deployed around the globe by promoting prayer and outreach efforts, such as annual holiday gift drives for the troops and other services. The Corporation shall have the following express powers and shall be permitted and authorized to:

- (a) fix, levy, and collect dues to sustain the Corporation;
- (b) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate, or dispose of real or personal property in connection with the affairs of the Corporation;
- (c) borrow money, and with the assent of two-thirds (2/3rds) of the voting interests of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (d) have and exercise any and all powers, rights, and privileges which a corporation organized under the Florida Not-for-Profit Corporation Act (Chapter 617, *Florida Statutes*) by law may now or hereafter have or exercise pursuant to said Chapter;

(e) make application for and take all steps necessary to obtain special tax treatment under U.S. Treasury regulations, including but not limited to Section 501(c)3, treatment.

### **ARTICLE III. MEMBERSHIP**

Every person or entity, who has paid the required dues to the Corporation, as established periodically by the Corporation, if any, or any person or entity named by a majority of the members of the Board of Directors to membership, shall be and be deemed a member of the Corporation. A list of members shall at all times be maintained by the Corporation. The Corporation may elect to collect dues from members who are or are to be elected to the Board of Directors or from members generally but has no obligation to do so. Initially, the Corporation does not envision the admission of members beyond the initial members of the Board of Directors.

### **ARTICLE IV. ADDRESS**

The street address of the initial registered office of the Corporation shall be 940 Lantern Lane, Vero Beach, Florida 32963, and the name of the initial registered agent of the Corporation at that address is **PAM PROCTOR**.

### **ARTICLE V. TERM OF EXISTENCE**

This Corporation shall be deemed to exist and its operation commenced upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida, Tallahassee, Florida. This Corporation is to exist perpetually.

### **ARTICLE VI. VOTING RIGHTS**

All Members whose dues payments, if any, to the Corporation are current and in good standing are entitled to vote on all matters pertaining to the Corporation.

### **ARTICLE VII. DISSOLUTION**

The Corporation may be dissolved with the assent given in writing and executed by not less than eighty (80.0%) percent of the voting interests of the members. In the event of dissolution, all of the Corporation's assets shall be granted, conveyed, and assigned to any not-for-profit corporation, association, trust or other like organization.

### **ARTICLE VIII. BOARD OF DIRECTORS**

This Corporation shall have initially six (6) directors. The names and street addresses of the initial directors are as follows:

**ROMA ANDERSON** - Director  
615 Riomar Drive  
Vero Beach, Florida 32963

**LINDA COLONTRELLE** - Director  
419 SE 21<sup>st</sup> Street  
Vero Beach, Florida 32962

**MARGY KULCZYCKI** - Director  
155 McKee Lane  
Vero Beach, Florida 32960

**PAM PROCTOR** - Director  
940 Lantern Lane  
Vero Beach, Florida 32963

**GAIL REAMS** - Director  
1820 Hawthorne Drive  
Vero Beach, Florida 32962

**MICHELE SCALES** - Director  
400 Arrowhead Trail  
Vero Beach, Florida 32963

The manner in which the directors shall be elected shall be as specified and set forth in the By-Laws adopted by the Corporation. Specifically, the membership by majority vote of all of the members shall select the directors. Each director must formally affirm and acknowledge that Jesus Christ is her Lord and Savior.

### **ARTICLE IX. AMENDMENTS**

Amendment of these Articles shall require the assent of fifty-five (55%) percent of the voting interests of the members. The right to amend the By-Laws shall be vested in the members as set forth therein.

**ARTICLE X. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation are as follows:

**J. ATWOOD TAYLOR, III  
ROSSWAY MOORE & TAYLOR  
5070 N. Highway A-1-A, Suite 200  
Vero Beach, Florida 32963**

**IN WITNESS WHEREOF**, the undersigned has hereunto set his hand and seal on this 16<sup>th</sup> day of November, 2009.

  
\_\_\_\_\_  
**J. ATWOOD TAYLOR, III** 11/16/09

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

**PAM PROCTOR**, whose address is as follows: 940 Lantern Lane, Vero Beach, Florida 32963, which is the same address as set forth in Article IV hereof, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, *Florida Statutes*, and other applicable law.

  
\_\_\_\_\_  
**PAM PROCTOR**

Date: November 12, 2009