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Division of Corporations

NO. 3264

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FLORIDA PROFIT/NON PROFIT CORPORATION  
New City Church Orlando, Inc.

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ARTICLES OF INCORPORATION  
OF  
NEW CITY CHURCH ORLANDO, INC.

In compliance with the requirements of F.S. Chapter 617, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a not-for-profit corporation.

ARTICLE I

The name of the corporation ("corporation") is NEW CITY CHURCH ORLANDO, INC.

ARTICLE II

The existence of the corporation shall begin immediately upon filing with the Florida Department of State.

ARTICLE III

The corporation is formed for the purpose of being a biblically based fellowship that exists to provide the inspiration, direction, and opportunity to transform lives at every level of our city. We accomplish this through four major avenues: renewing life through worship, renewing relationships through evangelism, renewing the Body of Christ by getting plugged into small groups, and renewing the city by partnering with charitable organizations which help serve people in our local area. Notwithstanding this general statement of purpose, this corporation shall be entitled to transact any and all lawful business, provided that the corporation shall operate exclusively for such religious, charitable and educational purposes as qualify it as a nonprofit, tax-exempt organization under federal law.

ARTICLE IV

The street address of the principal office of the corporation is 5554 Pitch Pine Drive, Orlando, Florida 32819.

ARTICLE V

The initial street address of the corporation's registered office is 5554 Pitch Pine Drive, Orlando, Florida 32819. The initial registered agent for the corporation at that address is Adam L. Barcott.

ARTICLE VI

The initial board of directors shall consist of six (6) members. The method of election of directors shall be as stated in the bylaws. The number of directors may be either increased or diminished from time to time as provided in the bylaws provided that at no time shall the number of directors ever be less than three (3). The name and address of the persons who will serve on the initial board of directors are:

Name

Address

Adam L. Barcott

5554 Pitch Pine Dr.  
Orlando FL 32819

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Valencianna Barcott	5554 Pitch Pine Dr. Orlando FL. 32819
Aaron Morrison	1240 Winter Garden Vineland Rd. Apt. L3 Winter Garden FL 34787
Justin Ickes	1035 Chase Dr. Winter Garden FL 34787
Matthew Fitzpatrick	2001 Clover View Way Winter Garden, FL 34787
Christopher D. Reites	13026 Hidden Beach Way Clermont, FL 34711

#### ARTICLE VII

The name and street address of the persons signing these articles of incorporation is:

Name	Address
Adam L. Barcott	5554 Pitch Pine Drive, Orlando, Florida 32819

#### ARTICLE VIII

*The members of this not-for-profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.*

#### ARTICLE IX

Notwithstanding the provisions of Article III hereinabove, nothing herein shall be construed to permit the corporation to engage in any activity which would be inconsistent with its classification as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time. As such, the corporation shall not allow any expenditure of any part of the net earnings of the corporation to inure to the benefit of any member, director, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), nor shall any member, director, or officer of the corporation, or any private individual, be entitled to share in a distribution of the corporation's assets on dissolution of the corporation nor shall a substantial part of the activities of the corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the corporation is deemed to be a Private Foundation as defined by Section 509 of the Internal Revenue Code of 1986 as amended from time to time, then for so long as the corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE X

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

The corporation shall have all the powers, rights, and privileges of a corporation not for profit under Florida law.

#### ARTICLE XI

These articles of incorporation and bylaws may be amended by the Directors as set forth in the bylaws.

#### ARTICLE XII

Upon the liquidation, dissolution or the winding up of the affairs of the corporation, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which are then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

#### ARTICLE XIII

The Bylaws of the Corporation are to be made, altered, or rescinded by the Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of March, 2010.

  
Name: Adam L. Barcott

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for NEW CITY CHURCH ORLANDO, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 617.0501(3).

  
Name: Adam L. Barcott

Date: March 23, 2010.

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TALLAHASSEE, FLORIDA