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**FLORIDA PROFIT/NON PROFIT CORPORATION
MIDWAY BAPTIST CHURCH OF MADISON COUNTY, INC**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS
111 MADISON STREET, SUITE 100
TALLAHASSEE, FLORIDA 32301

ARTICLES OF INCORPORATION
OF
MIDWAY BAPTIST CHURCH OF MADISON COUNTY, INC.

We, the undersigned hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I.

NAME

The name of this corporation shall be MIDWAY BAPTIST CHURCH OF MADISON COUNTY, INC., and its principal place of business and place of worship shall be at 338 SE Midway Church Road, Lec, Florida 32059.

ARTICLE II

PURPOSES

The general purpose and objects of this corporation shall be to conduct religious worship and instruction, churches, schools, parsonages, and other institutions connected therewith of a religious, educational, charitable and benevolent character to the end that its own members and others may be generally instructed and guided concerning their faith, and to advance spiritual growth and enlightenment, moral and personal purity among its own membership and the people of the community in which it is located. And for the purpose of promoting the foregoing purposes, this corporation shall have the right to acquire, either by gift or purchase, and to hold, own, sell, mortgage, or encumber in any manner, lease and improve real estate and personal property for itself and others, either as Trustee or otherwise.

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This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 in this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United State Internal Revenue Law, or by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law. On the dissolution of this corporation the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purpose and that shall at the time qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future Untied States Internal Revenue Law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or

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scientific purposes.

ARTICLE III.

USE OF INCOME

All revenue, profit, income and money received from the conduct of such business or enterprise is to be used and employed in religious, educational, charitable, benevolent and missionary work and not for the benefit of the members of this corporation, either individually or collectively.

ARTICLE IV.

POWERS

This corporation is to have the power to do any and all things necessary or expedient for carrying out the said objects and purposes of the corporation and in general to possess all rights, privileges and immunities, and enjoy all the benefits granted to corporations of similar character under the law of the State of Florida.

ARTICLE V.

RESTRICTIONS

The activities of this corporation shall be limited to charitable, educational, philanthropic, and other purposes that permit a corporation to qualify as a tax exempt organization under Section 501(c)(3), of the Internal Revenue Code as presently enacted, or might hereinafter be amended. Any activity in violation of such section of law is strictly prohibited.

ARTICLE VI.

QUALIFICATIONS FOR MEMBERSHIP

Every person who believes in repentance toward God, and faith in Jesus Christ, as Savior and Lord, and who is willing to confess to Him publicly as Lord and King and follow Him in

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baptism by immersion, and to observe the ordinances of Christ and to be governed by His laws, is qualified and eligible for membership in this corporation.

ARTICLE VII

ADMISSION TO MEMBERSHIP

The manner of admission to membership in this corporation shall be by profession of faith as hereinabove provided in Article VI, and upon a majority vote of the membership of this corporation present at any meeting of said Church. The present members of Midway Baptist Church, the existing unincorporated church, and those hereafter admitted to membership shall constitute the membership of this corporation.

ARTICLE VIII

TERM OF EXISTENCE

This corporation shall have perpetual existence, and shall commence its corporate existence as of the date of the filing of these Articles.

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator of this corporation is:

NAME

ADDRESS

Ernest Richard Terry

405 SE Gunpower Avenue
Madison, Florida 32340

ARTICLE X.

ELECTION OF DIRECTORS

The election of the directors of this corporation shall be as stated in the By-Laws.

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ARTICLE XI

REGISTERED OFFICE AND RESIDENT AGENT

The principal place of business of this corporation shall be 338 SE Midway Church Road, Lee, Florida 32059, and the resident agent of this corporation is Susan E. Phillips, whose physical address is 338 SE Midway Church Road, Lee, Florida 32059 and whose mailing address is 338 SE Midway Church Road, Lee, Florida 32059.

ARTICLE XII.

BY-LAWS

The members of this corporation shall have the right to make and adopt such Buy-Laws as they shall deem proper and advisable and such By-Laws shall be made, altered, or rescinded upon a majority vote of the members present and voting, at any regular or special business meeting of this corporation called for that purpose.

ARTICLE XIII.

OFFICERS

The following shall be the initial officers of the corporation, to serve until their successors are duly elected and qualified:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Ernest Richard Terry	405 SE Gunpower Avenue Madison, Florida 32340	President
Coleman C. Raines, Jr.	3392 SE Bandit Street Madison, Florida 32340	Secretary
Muriel P. Corbin	6147 NE Colen Kelley Highway Madison, Florida 32340	Vice-President
Otis L. Tinnell	2503 NE SR #6 Madison, Florida 32340	Treasurer

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James F. Bell

331 SE Baker Avenue
Madison, Florida 32340

Secretary

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hands and seals this

12 day of April, 2010.


ERNEST RICHARD TERRY, Incorporator

STATE OF FLORIDA

COUNTY OF MADISON

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County named above to take acknowledgments, personally appeared ERNEST RICHARD TERRY, before me known to be the persons described as the incorporator in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand official seal in the County and State named above this 12 day of April, 2010.


Notary Public

My Commission Expires:



DAAPHINE PEACOCK
Notary Public, State of Florida
My Comm. Expires Sep. 13, 2010
Comm. No. DD 995037

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN FLORIDA, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH FLA. STAT. 48.091, THE FOLLOWING IS SUBMITTED:

MIDWAY BAPTIST CHURCH OF MADISON COUNTY, INC., TO ORGANIZE OR QUALIFY UNDER THE LAWS OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 338 SE MIDWAY CHURCH ROAD, LEE, FLORIDA 32059, HAS NAMED SUSAN E. PHILLIPS, WHOSE PHYSICAL ADDRESS IS 338 SE MIDWAY CHURCH ROAD, LEE, FLORIDA 32059, AND WHOSE MAILING ADDRESS IS 338 SE MIDWAY CHURCH ROAD, LEE, FLORIDA 32059, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


ERNEST RICHARD TERRY
Incorporator

Dated April 12 2010

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF THAT POSITION, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


SUSAN E. PHILLIPS
Registered Agent

Dated: April 14, 2010

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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