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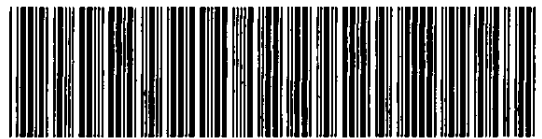
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10 MAY 13 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

VH

P.O. Box 240606
Montgomery, AL 36124
334-260-0600

Alpha Ministries

Memo

To: Pastor Wayne Marshall
185 Juniper St.
Walnut Hill, FL 32568

From: David Stephens

Date: 3/26/2010

Re: Incorporation papers for MFV-North

Wayne,

I trust everything is coming together for the opening of the new church.

Enclosed you will find the Incorporation papers for My Father's Vineyard-North. Give me a call if you have any questions about the wording. Please send me a copy of the recorded document after they have been filed with the Secretary of State.

I will send you information on your credentials and report forms next week.

Be Blessed,

David Stephens

Copy: Wes Alvarez



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 20, 2010

PASTOR WAYNE MARSHALL
185 JUNIPER ST
WALNUT HILL, FL 32568

SUBJECT: MY FATHER'S VINEYARD NORTH, AN INTERNATIONAL
PENTECOSTAL HOLINESS CHURCH
Ref. Number: W10000019204

We have received your document for MY FATHER'S VINEYARD NORTH, AN INTERNATIONAL PENTECOSTAL HOLINESS CHURCH and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 210A00009778

**ARTICLES OF INCORPORATION
OF
MY FATHER'S VINEYARD NORTH
AN INTERNATIONAL PENTECOSTAL HOLINESS CHURCH, INC.**

STATE OF FLORIDA

COUNTY OF ESCAMBIA

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

We, the undersigned, **Wayne Marshall, Charlie Johnson and Janice Moore**, being persons legally competent to enter into contracts, for the purpose of forming a corporation under the laws of the State of **FLORIDA** providing for the formation of religious, educational and benevolent corporation, do hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be:

**MY FATHER'S VINEYARD NORTH,
AN INTERNATIONAL PENTECOSTAL HOLINESS CHURCH, INC.**

**ARTICLE II
ADDRESS**

The principal place of business (if known) and the mailing address of this corporation shall be: **7041 NORTH CENTURY BOULEVARD, CENTURY, FL 32535**

**ARTICLE III
PURPOSES**

The purposes for which this Corporation is formed are (1) to establish and maintain a local church for the propagation of the gospel of Jesus Christ as a member church of The Alabama Conference of the Pentecostal Holiness Church, Inc., DBA: Alpha Ministries Conference, and in accordance with the doctrines, beliefs, practices and procedures of the Pentecostal Holiness Church, as enunciated from time to time in The International Pentecostal Holiness Church Manual ; (2) to carry out the spiritual, missionary, benevolent, educational and social work of a church as outlined in the New Testament and in the Church Manual; and (3) to act in cooperation with other churches belonging to the Alpha Ministries Conference in accordance with the Church Manual.

1 MAY 13 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

ARTICLE IV DIRECTORS

The manner in which the directors are elected is as follows: There shall be three Directors of this Corporation, who shall be the same persons as the Administrative Council of this local church and the number of Directors may be increased or decreased as the number of Council members change by a vote of the membership, but the number of Directors shall never be less than three nor more than forty. The Directors shall have such power over the affairs of the Corporation, and such authority to act for the Corporation, as the church members bestow upon them from time to time, provided that Directors shall at no time be empowered to act in contravention to the IPHC Church Manual and the regulation and directives of The Alpha Ministries Conference.

ARTICLE V CORPORATE POWERS

The Corporation shall have and exercise all the powers authorized by law to be conferred upon or exercised by such a corporation, including those enumerated in all the applicable laws of the State of FLORIDA, and shall have and exercise the following powers, all of such powers to be subject to and limited by the provisions of the IPHC Church Manual, as it may be amended from time to time, or by the acts, directives, and regulations of the Alpha Ministries Conference, as set forth in the minutes or other records of the Alpha Conference, namely:

1. To receive by gift, devise, bequest, or otherwise, and to hold, barter, convey, lease, exchange, expand, distribute, sell, invest, and otherwise dispose of all money or property, real, personal, or mixed, either absolutely or in trust to be used, either the principal or income therefrom, as may be directed in the furtherance of any of the above-mentioned purposes or any other purposes within its corporate powers;
2. To enter into contracts or trust agreements with individuals, corporations, or partnerships for the purpose of acquisition and building, as well as disposition, of any property which would be advantageous to the furtherance of Pentecostal Holiness principles and doctrines;
3. To promote Pentecostal Holiness doctrines, evangelism, Christian education, and both home and foreign missionary work by all proper means;
4. To enter into contracts or trust agreements with individuals, corporations, or partnerships, and to act as trustee, in order to carry out and promote the purposes of this Corporation;
5. To prosecute or defend any actions or suits in which the Corporation is involved; and
6. To exercise any and all powers (including the borrowing of money and securing the repayment thereof; the holding, administration, and disposition of property, the making of conveyances, assignments, and contracts, and incurring of obligations) which may be conferred by law, or which may be necessary, incidental or convenient to the general powers and objects of this Corporation.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is:
7041 North Century Boulevard, Century, FL 32535;
And, the name of the registered agent is: Wayne Marshall.

ARTICLE VII
INCORPORATORS

The names and the street addresses of the incorporators for these articles of incorporation are:

1. Wayne Marshall.
5070 Arthur Brown Road
Walnut Hill, FL 32568
2. Charlie Johnson
209 Patterson Street
Atmore, AL 36502
3. Janice Moore
15 Ramar St.
Century, FL 32535

ARTICLE VIII
NO CAPITAL STOCK

The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any Member, Director, Trustee, Officer, or individual. The balance, if any of all moneys received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the Corporation set forth in these Articles of Incorporation.

ARTICLE IX
DURATION

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

ARTICLE X MEMBERS

All members of this Corporation, and all candidates for membership in the future, shall be in full accord with the Articles of Faith, the General Rules, and the Polity of the Pentecostal Holiness Church as set forth in the Church Manual. The General Conference of the Pentecostal Holiness Church shall have the sole right to adopt rules determining the qualifications for members in the Pentecostal Holiness Church, and said rules shall apply to the members of this Corporation since this Corporation is a member church of the Pentecostal Holiness Church (which is incorporated as The International Pentecostal Holiness Church), and is a member church of The Alabama Conference of the Pentecostal Holiness Church, Inc., (Alpha Ministries Conference).

ARTICLE XI ORGANIZATION EXCLUSIVELY FOR TAX-EXEMPT PURPOSES

Said Corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII PROHIBITIONS TO ASSURE TAX-EXEMPT STATUS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable 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 and make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII DISSOLUTION

In the event of the dissolution of this Corporation, all the business, property and assets of the Corporation shall go to the Alabama Conference of the Pentecostal Holiness Church and be distributed as provided in the International Pentecostal Holiness Church Manual.

ARTICLE XIV INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify any Director or Officer, or former Director or Officer, against expenses actually and necessarily incurred by him or any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he is made a party by reason of being or having been such Director or Officer (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him) except in relation to the matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Corporation may also reimburse to any Director or Officer the reasonable costs of settlement of any such action, suit or proceeding if it shall be found either by a majority of the Directors not involved in the matter of controversy, whether or not a quorum, or by a majority vote of the Members present in a regular or special meeting called for that purpose) that it was to the interest of the Corporation that such settlement be made and that such Director or Officer was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled by law, or otherwise.

ARTICLE XV AMENDMENT OF ARTICLES

Provided such amendments do not violate the IPHC Church Manual or Conference regulations or directives, this Corporation may amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on Officers, Directors, and Members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands at Escambia
County, State of Florida, on this 2 day of May, 20010.

Wayne Marshall
Director/ President

Wayne Marshall
Typed Name

Charlie Johnson
Director/ Vice President

Charlie Johnson
Typed Name

Janice Moore
Director/ Secretary/ Treasurer

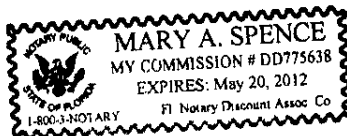
Janice Moore
Typed Name

ACKNOWLEDGEMENT

STATE OF Florida
COUNTY OF Escambia

Before me, a Notary Public in and for said county and state, on this 2 day of MS April May, 20010, personally appeared Wayne Marshall, Charlie Johnson and Janice Moore, to me known to be the identical persons who executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Mary A Spence
Notary Public

(Seal)

CERTIFICATE

This is to certify that at a meeting of **MY FATHER'S VINEYARD, NORTH, AN INTERNATIONAL PENTECOSTAL HOLINESS CHURCH, INC.** on _____, 2010, the above and foregoing Articles of Incorporation were read to the church congregation in its regular business meeting assembled, and by majority vote of the church, the acts of the incorporators therein named were authorized and approved, and thereby made the acts of the church; that **Wayne Marshall**, **Charlie Johnson**, and **Janice Moore**, were duly elected directors and further, that **Wayne Marshall** is the Pastor of the Church and President of the Corporation; that **Charlie Johnson** is the duly elected Vice President of the Corporation; and that **Janice Moore** is the duly elected Secretary of the Corporation.

Wayne M. Marshall

Moderator/ Pastor

ATTEST:

Janice Moore
Secretary

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Wayne Marshall, of lawful age, being first duly sworn, says: That he is the Moderator or Presiding Officer of the above mentioned corporation; and has read the foregoing Certificate and knows the contents thereof and the facts therein set forth are true.

Wayne Marshall
Moderator/ Pastor

SUBSCRIBED AND SWORN to before me, the undersigned Notary Public in and for said County and State, this 2 day of April ~~May~~ 15, 2010.



Mary A Spence
Notary Public

(seal)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: **MY FATHER'S VINEYARD NORTH,
AN INTERNATIONAL PENTECOSTAL HOLINESS CHURCH, INC.**
2. The name and address of the registered agent and office is:

Wayne Marshall	<div style="writing-mode: vertical-rl; transform: rotate(180deg);">10 MAY 13 PM 2:00 SECRETARY OF STATE TALLAHASSEE, FLORIDA</div> <div style="writing-mode: vertical-rl; transform: rotate(180deg);">APPROVED AND FILED</div>
(Name)	
7041 North Century Boulevard	
(P.O. Box NOT Acceptable)	
Century, FL 32535	
(City/State/Zip)	

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificated, 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 I am familiar with and accept the obligations of my position as registered agent.

Signature Wayne Marshall

Date MAY 02, 2010