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TALLAHASSEE, FLORIDA

W10000021600

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FLORIDA DEPARTMENT OF STATE

Division of Corporations

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

May 4, 2010

THOMAS E. DAVIS
8637 MAHONIA DR.
JACKSONVILLE, FL 32221

SUBJECT: GLEANERS FOR CHRIST MINISTRIES, INC.
Ref. Number: W10000021600

We have received your document for GLEANERS FOR CHRIST MINISTRIES, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 245-6062.

Eula Peterson
Regulatory Specialist II
New Filing Section

Letter Number: 210A00011092

COVER LETTER

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

SUBJECT: Gleaners for Christ Ministries, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Thomas E. Davis
Name (Printed or typed)

8637 Mahonia Dr.
Address

Jacksonville, Fl. 32221
City, State & Zip

904 786 8148
Daytime Telephone number

annoint6690@att.net
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION OF GLEANERS FOR CHRIST MINISTRIES, Inc.

We, the undersigned natural persons of age twenty-one (21) years or more, are acting as incorporations of a corporation or such corporation pursuant to chapter, 617, of title XXXVI of the statutes of the state of Florida.

ARTICLE I: Name of Incorporation

This name of the incorporation shall be: **Gleaners for Christ Ministries, Inc.**

Article II: Principal Office

The principal place of business and mailing address of this corporation is:
8637 Mahonia Dr. Jacksonville, Florida 32221

ARTICLE III: Duration of Incorporation

The period of duration is perpetual.

ARTICLE IV: Purpose of Incorporation

The function of the corporation is exclusively for religious, education, charitable, and scientific purposes that are described in section 501(c) (3) of the Internal Revenue Code of 1986.

To establish an outreach ministry by the direction of God and under the leadership of the Holy Ghost in accordance with all the commandments and provisions as set forth in the Holy Bible;

1. To be a spiritual organism empowered by the Holy Spirit to share Christ with as many people as possible in the ministry, community, and the world;
2. To experience an increasingly meaningful fellowship with God and fellow believers;
3. To be a ministry that ministers unselfishly to persons in the community and world in the name of Jesus;
4. To be a ministry that is Christ like in our daily living by emphasizing total commitment of life, personality, and possessions to the lordship of Christ.
 1. To receive financial contributions (e.g., grants or otherwise), real or personal property or any other form of contribution, gifts or bequest from any person and firm or corporation to be utilized in the furtherance of the necessary objects and purposes of this corporation; to enter into agreements or contracts for contributions to the

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TALLAHASSEE, FLORIDA

corporations for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the by-laws;

2. To distribute corporation funds, in the manner, form, and method determined by the board of directors of this corporation; to implement programs of the corporation in furtherance of its stated purposes. Financial contributions, and real or personal property contributed to the corporation in furtherance of those objects and purposes shall continue to be impressed with a trust for such purposes; and
3. Each and all of the objects, purposes and powers of the corporation, shall be exercised, constructed, and limited in their application to accomplish the purpose for which this corporation is formed.

ARTICLE V: INITIAL BOARD MEMBERS

The initial board members listed below are appointed by the incorporators and thereafter.

| | | |
|----------------------|---------------------------------|------------------------|
| Davis, Barbara E. | 8637 Mahonia Drive | Jacksonville, FL 32221 |
| Funches, Abbie L. | 4100 Evergreen Avenue | Jacksonville, FL 32206 |
| Crosby, Geraldine M. | 761 Village Center Drive South, | Jacksonville, FL 32206 |
| McDonald, Deborah D. | 233 West 41 Street | Jacksonville, FL 32206 |

ARTICLE VI: Dissolution

The regulation of internal affairs of the corporation, including the distribution of assets on dissolution, shall be provided in the by-laws and shall include:

Upon dissolution of the corporation, the assets of the corporation shall be applied and distributed as followed:

1. All liabilities and obligations of the corporation shall be paid, satisfied, discharged, or adequate provision shall be made;
2. Assets held by the corporation upon condition requiring, return, transfer on conveyance, which condition occurs by reason of the dissolution shall be returned, transferred or conveyed in accordance with such requirements;
3. All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more religious, charitable, education, or scientific organizations (i) which are described in section 509 (a) (1), (2), or (3), and (ii) to which deductible contributions can be made under section 170 c, (2), 2522 (a) (2), as the board of directions shall select.

ARTICLE VII: Indemnification

Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection

with any proceeding or any settlement of any proceeding (including an appeal thereof) to which a director may be a party or may become involved by reason of being or having been a director or officer at the time such expenses incurred, except when the director or officer is judged guilty of, or liable for, willful misfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of director approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officer may be entitled by law. Appropriate liability insurance shall be provided for every officer, director, and agent of the corporation in amounts determined from time to time by the board.

ARTICLE VIII: Management

The management of the corporation shall be versed in a board of director. The number of directors constituting the board of directors is four (4). The numbers of directors may be increased or decreased from time to time in accordance with the by-laws, but shall never be less than three (3). The directors shall be elected in the manner prescribed by the by-laws.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the 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 article three.

The name and address of officers of the corporation:

| | | |
|----------------------|--------------------|------------------------|
| Davis, Thomas E. | 8637 Mahonia Drive | Jacksonville, FL 32221 |
| Davis, Barbara E. | 8637 Mahonia Drive | Jacksonville, FL 32221 |
| Fisher, Rashellah D. | 233 West 41 Street | Jacksonville, FL 32206 |
| Davis, Kimberly R. | 8637 Mahonia Drive | Jacksonville, FL 32221 |

Article IX: Registered Agent

| | | |
|-----------------|--------------------|------------------------|
| Thomas E. Davis | 8637 Mahonia Drive | Jacksonville, FL 32221 |
|-----------------|--------------------|------------------------|

Article X: Incorporators

The name and residences of the subscribers to these Amended and Restated Articles are:

| | |
|-------------------------------|------------------------|
| Pastor Thomas E. Davis | Barbara Davis |
| 8637 Mahonia Drive | 8637 Mahonia Drive |
| Jacksonville, FL 32221 | Jacksonville, FL 32221 |

Article XI: Articles of Incorporations

The amended and restated articles of incorporation are made and adopted by the board of directors.

Article XII: Qualifications of Membership

Membership qualifications shall be set forth in and regulated by the by-laws of the corporation.

Article XIII: Voting Rights

Members of the corporation will have voting rights as are provided in the by-laws of the corporation.

Article XIV: Liabilities of Debts

Board of directors, officers, or church members shall be liable for the debts of the corporation.

Article XV: Amendment

The corporation reserves the right to amend or repeal provisions contained in the articles of incorporations or any amendments. The articles of incorporations shall be amended in accordance with the by-laws and provisions of the laws of the State of Florida.

Article XVI: Territory

The territory in which the operations of the corporation are principally to be conducted is Jacksonville, Duval County, Florida.

Article XVII: Rules of Order

The rules contained in the current edition of Robert Rules of Orders, newly revised, shall govern all meetings of the corporation.

Article XVIII: Conflict of Interest Policy

The purpose of the conflict of interest policy is to protect Gleaner for Christ Ministries, Inc. interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Gleaner for Christ Ministries, Inc. 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 organizations.

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.

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.

Procedures for Addressing the Conflict of Interest:

1. 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.
2. 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.
3. After exercising due diligence, the governing board or committee shall determine whether Gleaner for Christ Ministries, Inc. 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.
4. 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 Gleaner for Christ Ministries, Inc.'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.

Violations of the Conflicts of Interest Policy:

1. 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.
2. 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.

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

1. 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.
2. 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 or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from Gleaner for Christ Ministries, Inc. for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Gleaner for Christ Ministries, Inc. for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Gleaner for Christ Ministries, Inc., either individually or collectively, is prohibited from providing information to any committee regarding compensation.

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

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands Gleaner for Christ Ministries, Inc. 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.

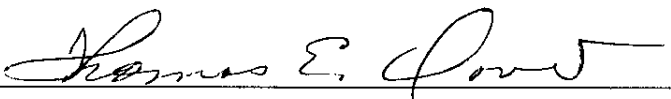
Periodic Reviews: To ensure Gleaner for Christ Ministries, Inc. operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following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


1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

2. Whether partnerships, joint ventures, and arrangements with management organizations conform to Gleaner for Christ's Ministries, Inc. 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.

Use of Outside Experts: When conducting the periodic reviews as provided, Gleaner for Christ Ministries, Inc, 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.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept this appointment as registered agent and agree to act in this capacity.

 5-24-2010
Signature/Registered Agent Date

 5/24-2010
Signature/ Incorporator Date

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