

28 May

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CARLTON FIELDS-ST. PETE

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
GREATER FELLOWSHIP OUTREACH GLOBAL, INC.

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**ARTICLES OF INCORPORATION
OF
GREATER FELLOWSHIP OUTREACH GLOBAL, INC.**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is:

GREATER FELLOWSHIP OUTREACH GLOBAL, INC.

The initial principal place of business and mailing address of the Corporation is:

4240 1ST AVENUE NORTH
SAINT PETERSBURG, FLORIDA 33713

ARTICLE II

Term of Existence

The date and time the corporate existence of the Corporation commenced coincides with the filing of the Corporation's initial Articles of Incorporation with the Florida Department of State, and this Corporation shall exist perpetually, unless sooner dissolved in accordance with Florida law.

ARTICLE III

Purposes, Powers, and Limitations

- A. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.
- B. The Corporation shall have all powers now or hereafter granted or not prohibited by law but only to the extent that such powers are necessary or appropriate to carry out the Corporation's purposes as stated herein.
- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, employees, or other private persons;

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provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes as permitted under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

- D. 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 or in opposition to any candidate for public office.
- E. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by:
- (i) A corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code; or
 - (ii) A corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE IV

Members

The Corporation shall have no members.

ARTICLE V

Initial Board of Trustees

- A. The Corporation shall have four (4) trustees initially on the Board of Trustees of the Corporation (the "Board"). The number of trustees on the Board may be increased or decreased from time to time by the Board; provided, however, that the Corporation shall always have at least three (3) trustees and at most twelve (12) trustees. The manner in which trustees are nominated and elected by the Board, and such other rules as may apply to the Board, their meetings or their voting, or as may otherwise govern their service on the Board, shall be set forth in the bylaws of the Corporation.

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- B. The name and address of each initial trustee of the Corporation, and the number of years of the trustee's initial term serving on the Board, are as follows:

<u>Name of Initial Trustees</u>	<u>Address</u>	<u>Initial Term No. of Years</u>
CARL D. CARTER (Initial Chairman)	4240 1 ST AVE NORTH SAINT PETERSBURG, FLORIDA 33713	3
GARY BLANKS	P.O. BOX 277 SALLIS, MISSISSIPPI 39160	2
KAREN L. CARTER	4240 1 ST AVE NORTH SAINT PETERSBURG, FLORIDA 33713	3
CINDY STEVENS	P.O. BOX 1572 LAKESIDE, CALIFORNIA 92040	1

- C. Upon the completion of the initial term of an initial trustee, each following term shall be for a period of three (3) years, regardless of the time period of the initial term, thereby creating a Board with three (3) classes of trustees with staggered three (3) year terms.
- D. If the election of a trustee by the Board is for the purpose of increasing the total overall number of trustees on the Board (rather than for the purpose of succession), then the initial term on the Board of the additional trustee shall be either a one-year term, a two-year term, or a three-year term, as determined by the Board at the time of the trustee's election, so as to ensure the Board consistently has three (3) classes of trustees with staggered three (3) year terms. Upon the completion of the initial term of an additional trustee, each following term shall be for a period of three (3) years, regardless of the time period of the initial term.
- E. The number of trustees in each of the three (3) classes of trustees serving staggered terms does not need to be numerically equal to the number of trustees in any other such class.

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ARTICLE VI
Registered Agent/Incorporator

The name and business address of the registered agent and incorporator of the Corporation is:

CARL D. CARTER
4240 1ST AVENUE NORTH
SAINT PETERSBURG, FLORIDA 33713

ARTICLE VII
Bylaws

The power to adopt, alter, amend, or repeal bylaws of the Corporation shall be vested in the Board; provided, however, that such bylaws may not conflict with the provisions of these Articles of Incorporation.

ARTICLE VIII
Amendment to Articles of Incorporation

The Board may amend these Articles of Incorporation by an affirmative vote of at least two-thirds of all trustees serving on the Board at the time of the vote.

ARTICLE IX
Dissolution

Upon the dissolution of the Corporation, all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (including to one or more organizations which themselves are exempt under such Code section or Section 170(c)(2) of the Code), or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

[Signature Directly Page Follows]

28-May-10 15:40

From-CARLTON FIELDS-ST.PETE

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The undersigned incorporator has executed these Articles of Incorporation of Greater Fellowship Outreach Global, Inc. this 28 day of May, 2010.



CARL D. CARTER, Incorporator

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ACKNOWLEDGEMENT AND ACCEPTANCE BY REGISTERED AGENT:

Having been named as registered agent to accept service of process at 4240 1ST AVENUE NORTH, ST. PETERSBURG, FLORIDA 33713 for GREATER FELLOWSHIP OUTREACH GLOBAL, INC., a Florida not-for-profit corporation, I hereby affirm that I am familiar with and accept the obligations of being a registered agent in the State of Florida, and that I accept the above appointment as registered agent and agree to act in such capacity.

Dated: May 28, 2010By: 

CARL D. CARTER, as Registered Agent

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