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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

MRD  
10/6

## COVER LETTER

Department of State  
Division of Corporations

P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: NEW DIRECTION BIBLE, 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: Dr. Freddie L. Thomas  
Name (Printed or typed)

4455 38th Terrance North #616  
Address

Saint Petersburg, Florida 33713  
City, State & Zip

517.488.1278  
Daytime Telephone number

drflthomas@yahoo.com  
E-mail address: (to be used for future annual report notification)

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

New Direction Bible, Inc.

EIN: 27-3508823

**ARTICLES OF INCORPORATION  
OF  
NEW DIRECTION BIBLE, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned authorized representative of the captioned Non-Profit Corporation, under the provisions of the Florida Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE ONE  
NAME AND LOCATION**

The name of the corporation is: New Direction Bible, Inc., located at 4455 38<sup>th</sup> Terrance North, St. Petersburg, Florida 33713.

**ARTICLE TWO  
NON-PROFIT CORPORATION**

The corporation is a nonprofit corporation, organized under the Florida Non-Profit Corporation Act (the "Act").

**ARTICLE THREE  
DURATION**

The corporation shall remain in existence from the date the Articles of Incorporation are filed with the Florida Department of State until terminated in accordance with the provisions of the Florida Non-Profit Corporation Act or the Company's operating agreement.

**ARTICLE FOUR  
PURPOSES**

The purpose for which the corporation is organized are exclusively charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal code.

**ARTICLE FIVE  
MEMBERS/CAPITAL STOCK**

The corporation shall have no members. No shares of capital stock shall be issued period including to any members of the corporation, and the conditions of membership shall be stated in the Bylaw.

**ARTICLE SIX  
POWER/LIMITATIONS**

(1) **Improper Benefit.** No part of the net earnings of the corporation will inure to the benefit of any director, trustee, or officer of the corporation or of any private individual (except

that reasonable compensation may be paid for personal services rendered to or for the corporation for one or more of its purposes), and no director, trustee, or officer of the corporation or any private individual will be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

(2) **Lobbying.** No substantial part of the activities of the corporation will consist of lobbying, carrying on of propaganda, or of other attempts to influence legislation.

(3) **Political Campaigns.** The corporation will not participate or intervene in any way (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office (including city, county, state, and federal government offices).

(4) **Private Foundation.** If the corporation is a private foundation rather than a public charity within the meaning of Sections 501 and 509 of the Code, the corporation will comply with all Code provisions regarding private foundations, including but not limited to the following.

(a) The corporation will not engage in self-dealing within the meaning of Section 4941 of the Code.

(b) The corporation will make sufficient qualifying distributions during each taxable year to avoid the tax imposed by Section 4942 on a private foundation's undistributed net income.

(c) The corporation will not maintain excess business holding within the meaning of Section 4943 of the Code.

(d) The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code.

(e) The corporation will not make taxable expenditures within the meaning of Section 4945 of the Code.

## **ARTICLE SEVEN**

### **ACTION WITHOUT MEETING**

Any action required by the Act to be taken at a meeting of the Directors of the corporation, or any action which may be taken at a meeting of the Directors or of any committee, may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of Directors or committee members as would be necessary to take that action at a meeting at which all of the Directors or members of the committee were present and voted. The form of such written consent and the notice will be as required by the Act.

## **ARTICLE EIGHT**

### **LIMITATION OF LIABILITY**

A Director of the corporation will not be liable to the corporation for monetary damages for an act or omission in the Director's capacity as a Director, except that this article does not authorize the elimination or limitation of the liability of a Director to the extent the Director is found liable for:

- (1) A breach of the Director's duty of loyalty to the corporation;
- (2) An act or omission not in good faith that constitutes a breach of duty of the Director to the corporation;

- (3) An act or omission that involves intentional misconduct or a knowing violation of the law;
- (4) A transaction from which the Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or
- (5) An act or omission for which the liability of a Director is expressly provided for by an applicable statute.

In addition to the limitation of liability set forth above, the liability of a Director to the corporation will be further eliminated or limited to the full extent permitted by any Florida or other applicable statute, as now existing or as may be amended.

#### **ARTICLE NINE INDEMNIFICATION**

The corporation will indemnify any person who was, is, or is threatened to be made a named defendant or respondent in any threatened, pending, or completed action, suit, or proceeding, including any appeal, whether civil, criminal, administrative, arbitative, or investigative, because the person is or was a Director, trustee, or officer of the corporation to the fullest extent permitted under the Act or other applicable statute, as now existing or as may be amended. The corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained in this Article 9 to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law.

#### **ARTICLE TEN BOARD OF DIRECTORS**

The number of Directors constituting the initial board of Directors of the corporation is 3, and the names and addresses of the persons who are to serve as the initial Directors are:

<u>Dr. Freddie L. Thomas, Pres.</u> [name/title]	<u>4455 38<sup>th</sup> Terrance North #16</u> [address]	<u>St. Petersburg, Florida 33713</u> [city, state, zip]
<u>Denise Carter, Secr..</u> [name/title]	<u>6357 25<sup>th</sup> Street South, #136</u> [address]	<u>St. Petersburg, Florida 33712</u> [city, state, zip]
<u>Patrick Jay Banks, Treas.</u> [name/title]	<u>2503 50<sup>th</sup> Avenue North</u> [address]	<u>St. Petersburg, Florida 33714</u> [city, state, zip]

#### **ARTICLE ELEVEN DISSOLUTION AND TERMS OF EXISTENCE**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state ore local government, for a public purpose.

**ARTICLE TWELVE  
MANNER OF ELECTIONS**

The qualifications of Directors and shall be regulated in the by-laws. Directors shall be elected by a majority vote of the board of Directors in which at least 2/3 of the current Directors are in attendance constituting a quorum for the meeting. Directors shall be elected to a single two year term unless otherwise stated in the by-laws.

**ARTICLE THIRTEEN  
INITIAL REGISTERED AGENT AND OFFICE**

The street address of the initial registered office of the corporation is 4455 38<sup>th</sup> Terrance North, St. Petersburg, Florida 33713 and the name of its initial registered agent at such address is: Patrick Jay Banks.

**ARTICLE FOURTEEN  
INCORPORATOR**

The name and street address of the incorporator are:

Dr. Freddie L. Thomas, Pres.      4455 38<sup>th</sup> Terrance North #B/6      St. Petersburg, Florida 33713  
[name/title]                              [address]                              [city, state, zip]

IN WITNESS HEREOF, having been named the 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 the appointment of registered agent and agree to act in this capacity.

  
[signature of registered agent]

September 22<sup>nd</sup>, 2010  
[date]

Patrick Jay Banks  
[name of registered agent]

  
[signature of incorporator]

September 22<sup>nd</sup>, 2010  
[date]

Dr. Freddie L. Thomas, President  
[name of incorporator, title]

**FILED**  
10 OCT -4 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA