

N10000009424

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

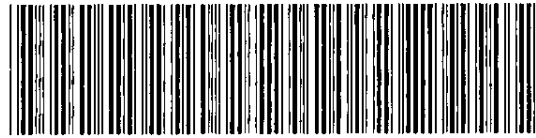
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

2544 - 626-6429-4012
W10000046213



700185778027

10/01/10--01003--014 **70.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
10 OCT - 1 AM 10:38

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2010 OCT - 1 AM 9:54

J. Shivers OCT 07 2010



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 528481 7798494

AUTHORIZATION :

Spudde man

COST LIMIT : \$ CHECK ATTACHED

ORDER DATE : October 1, 2010

ORDER TIME : 9:59 AM

ORDER NO. : 528481-005

CUSTOMER NO: 7798494

DOMESTIC FILING

NAME: CROSSROAD BAPTIST CHURCH, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Matthew Young - EXT. 2962

EXAMINER'S INITIALS: _____

2010 OCT - 1 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF
CROSSROAD BAPTIST CHURCH OF INVERNESS, INC.
A CORPORATION NOT FOR PROFIT

Pursuant to the provisions of Chapter 617 Florida Statutes of 2010, the following Articles of Incorporation have been adopted by the undersigned as required by law, and that the information required by Chapter 617.0202 is set forth herein as follows:

ARTICLE I

(Name of Corporation)

The name of the corporation shall be **CROSSROAD BAPTIST CHURCH OF INVERNESS, INC.**

ARTICLE II

(Corporate Purposes)

The general nature of the object of the purpose of the corporation shall be charitable, religious, literary, benevolent and educational, 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, or the corresponding section of any future Federal Tax Code, and to engage in any lawful activity as allowed under the Florida law governing not-for-profit corporations. Further, and as such it shall have the power incidental to a corporation of such character as specified for the public worship of God according to the teachings of the Holy Bible; to further the Gospel of the Lord Jesus Christ; to minister the spiritual needs of its members and the community; and to establish reasonable rules and regulations for the conduct and operation of this Church body.

To buy, purchase, own, acquire, by gift, devise, purchase or otherwise, real and personal property for the Church, and to build, erect, construct, provide for, maintain and equip suitable buildings for the benefit, use and occupation of the Church as a whole.

To lease, sell or buy property to be used by the corporation in fulfilling the purposes of said Church and corporation.

2010 OCT - 1 AM 9:54
SECRETARY STATE
TALLAHASSEE FLORIDA

FILED

To receive, administer, disburse and invest gifts, devises and bequests by or from any person or corporation or other firm or company.

To issue bonds, notes, debentures and evidences of indebtedness, and to secure the same by mortgage, and or trust or otherwise.

ARTICLE III
(Incorporator)

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

TERRANCE E. ROBERTS
603 Poplar Street
Inverness, FL 34452

ARTICLE IV
(Term)

The term for which this corporation shall exist shall be perpetual until dissolved by due process of law.

ARTICLE V
(Debt Limitations)

Pursuant to Florida Statutes Chapter 617 the following limiting provisions are hereby enacted to preserve the financial integrity of the Church:

A. Capital Improvement Program Limit = No more than two times the prior annual receipts. (Example: Previous year annual receipts = \$100,000.00 X 2 = \$200,000.00 Maximum Capital Improvement.)

ARTICLE VI
(Management of Corporate Affairs)

The affairs of this corporation shall be managed by the Executive Council, the Senior Pastor/President, Secretary and Treasurer. All the business affairs of such corporation shall be under the direction of the Executive Council and the Officers. Initial members of the Executive Council and the initial Officers may be eligible to hold an office regardless of whether they are members of the Church. However, any future members of the Executive Council, or future Officers of the Corporation must be Members in good standing of the Church in order to be eligible to hold office.

(A) Executive Council. All corporate powers of the Church shall be exercised, its properties controlled, and its affairs conducted by an Executive Council, unless otherwise set forth in the Church's By-Laws. The Executive Council shall exercise such authority as generally exercised by a Board of Directors in governing the business affairs of a Florida Not-For-Profit corporation. The Executive Council of this Corporation shall consist of at least three (3) members, one of which shall include the Senior Pastor who shall serve as Chairman of the Executive Council. The number of members in the Executive Council and the manner in which the members are elected and their terms of office is by a vote of the membership of the Church as provided for in the By-Laws. The name and address of each person who is to serve as a member of the initial Executive Council are:

TERRANCE E. ROBERTS

603 Poplar Street
Inverness, FL 34452

ROBERT DOLLAR

155 S. Allman Terrace
Lecanto, FL 34461

THOMAS A. BAILEY

2893 S. Cygnet Terrace
Inverness, FL 34450

Any action required or permitted to be taken by the Executive Council acting as a Board of Directors under any provision of law may be taken without a meeting if a two-thirds majority of members of the Executive Council (as defined in the By-Laws) shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Council and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Council. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of at least two-thirds of the active members of the Executive Council without a meeting and that the Articles of Incorporation and By-Laws of the Church authorize the Executive Council to so act. Such statement shall be *prima facie* evidence of such authority.

(B) Officers.

The Officers of the Church shall consist of a Senior Pastor/President, Secretary, and Treasurer and such other offices may be provided for in the By-Laws. The following is the list of the initial Officers, together with their respective addresses:

Senior Pastor/President:

TERRANCE E. ROBERTS

603 Poplar Street
Inverness, FL 34452

Secretary/Treasurer:

TAMALA K. ROBERTS

603 Poplar Street
Inverness, FL 34452

(C) Limitation on Authority to Exercise Corporate Power.

No real property may be transferred or any contract or commitment entered into affecting title to real property without prior approval of the members of the Church voting at a business meeting or a meeting called for that purpose. Otherwise, any contract may be entered into by the Senior Pastor with approval of the Executive Council. The Executive Council and Officers are not authorized to take any action that is in violation of the laws of Florida, in violation of these Articles of Incorporation or the By-Laws of this Church, or that would jeopardize the status of the Church as a not-for-profit corporation or as a charitable organization under the laws of the Internal Revenue Code.

ARTICLE VII

(Indemnification)

Every person who now is or hereafter shall be a member of the Executive Council or Officer of the Church shall be indemnified by the Church against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of his or her being or having been a member of the Executive Council or Officer of the Church (whether or not he or she is a member of the Executive Council or Officer of the Church at the time he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him or her)

except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such Council Member or Officer. The right of indemnification herein provided shall not be exclusive or other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE VIII
(Membership)

The Membership of the Church shall be open to all persons who profess faith in the Lord Jesus Christ without regard to race, gender, age, national origin, language, disability, or marital status. Any person professing faith in the Lord Jesus Christ as his or her Savior and declaring it as his or her purpose to follow Him as His disciple may be received as a member provided they have been Scripturally baptized by immersion, and who are in agreement with the Articles of Faith and By-Laws of the Church upon approval of a majority of the members of the Church present and voting and as may be otherwise provided for in the By-Laws.

Membership may be a "Member in Good Standing" or "Inactive Member". The Church shall in its By-Laws set forth terms and conditions of membership to distinguish "Member in Good Standing" from "Inactive Member" status. The Church Secretary shall maintain a record of the names and addresses of all Members in good standing of the Church. All Members in good standing of the Church shall be entitled to vote on matters of Church business. Members in inactive status shall not be allowed to vote on church business.

ARTICLE IX
(Amendments)

The Executive Council of the Church or any Member in good standing may propose such By-Laws for the conduct of the business of the Church and the carrying out of its purposes as may be deemed necessary from time to time.

Pursuant to Florida Statute 617 a "Super Majority Vote" is hereby required to change the name of the Corporation, Amend the Articles of Reincorporation, to change the denomination of the Church, to change the Statements of Faith as incorporated in the By-Laws, or to change any other provision contained in the By-Laws, provided that the proposed amendment does not conflict with the Articles of Incorporation or the laws of the State of Florida governing not-for-profit corporations, or that would be in conflict with the requirements of the Internal Revenue Code

providing for charitable status under 501(c)(3) or the corresponding section of any future Federal Tax Code.

A. **Super Majority Vote** - Is hereby defined as a 75% vote at a special or general meeting of the Members in good standing called for any of the above-referenced purposes, provided due notice of such proposed change shall have been given to each member of the Church at least five (5) days prior to such meeting or announced in the Church bulletin at least 1 week prior thereto. Votes may be cast by the members in person, by proxy, or by absentee ballot.

B. **Adoption of Resolution By Board of Directors** - Pursuant to Florida Statute 617.1002, in order to amend these Articles of Incorporation the Board of Directors must adopt a resolution by quorum vote setting forth the proposed amendments and directing that it be submitted to a vote at a meeting of the members entitled to vote on the proposed amendment which may be either a regular or special meeting. Written notice of the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote at such meeting in accordance with these Articles of Incorporation and the By-Laws.

C. **Ordinary Business Activities** - All other matters concerning the operation of the Church shall be governed by regular business meetings which shall require a quorum vote of no less than 10% of the Church's membership as defined above, voting in person, by proxy or absentee ballot. The reason for this provision is to prevent changes in the ordinary business activities of the Church without an adequate number of members voting to make any such changes.

ARTICLE X

(Corporate Powers)

The Church shall have all the powers conferred by the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, which are necessary, incidental, or convenient to the purposes of the Church as herein stated.

ARTICLE XI

(Activities Not Permitted)

No part of the net earnings or receipts of the Church shall inure to the benefit of, or be distributable to its Members, Deacons, Officers, or other private persons, except that the Church 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 II hereof. No substantial part of the activities of the Church shall be for 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. 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, or the corresponding section of any future Federal Tax Code, or

(b) by a corporation, contributions to which are not deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

ARTICLE XII

(Dedication of Assets, Dissolution
and Distribution of Assets)

The assets of the Corporation are irrevocably dedicated to the purposes set forth herein. In the event of dissolution of this Church, or in the event this Church shall cease to exist, the assets of the Church shall be distributed as directed by the Executive Council to pay all legitimate debts of the Corporation. Should there be any remaining funds or assets, they will be donated to other charitable not-for-profit organizations as the Executive Council shall deem fit and worthy, in accordance with the By-Laws of the Church and in keeping with the Christian mission of this organization, and that otherwise meet the criteria described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any prior or future Federal Tax Code.

ARTICLE XIII

(Annual Meeting)

The annual meeting of this corporation shall be held in the sanctuary of the Church after services on the first Sunday in February of each year, unless otherwise announced.

ARTICLE XIV

(Principal Office)

The name and address of the initial Principal Office and Registered Agent of the Corporation are as follows:

Principal Office: 5335 E. Jasmine Lane
Inverness, FL 34453

It is referred to herein as the "Church".

Registered Agent: **TERRANCE E. ROBERTS**
603 Poplar Street
Inverness, FL 34452

ARTICLE XV
(Corporate Seal)

The seal of the corporation, shall be circular, with the name **CROSSROAD BAPTIST CHURCH OF INVERNESS, INC.**, in the border thereof, and the words "Incorporated, Florida 2010" in the center thereof.

ARTICLE XVI

These Articles of Incorporation were executed at Inverness, Florida, on this 5th day of ~~September~~ ^{October}, 2010.

By: Terrance E. Roberts
TERRANCE E. ROBERTS,
Incorporator

STATE OF FLORIDA
COUNTY OF CITRUS

BEFORE ME, a Notary Public, personally appeared, **TERRANCE E. ROBERTS**, who is [] personally known to me or [/] who has produced FL DL as identification and he acknowledged before me that he executed the foregoing **Articles of Incorporation** for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, this 5th day of ~~September~~ ^{October}, 2010.

NOTARY PUBLIC

My Commission expires:

CORA LYNN LEE

Notary Public, State of Florida
My Comm. Expires June 16, 2014
Commission No. DD 992877



[Signature]

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First -- that **CROSSROAD BAPTIST CHURCH OF INVERNESS, INC.** desires to organize or qualify under the laws of the State of Florida as a Florida Not-For-Profit corporation, with its principal office located at 5335 E. Jasmine Lane, Inverness, FL 34453, and has named **TERRANCE E. ROBERTS**, as its agent to accept service of process within Florida.

Terrance E. Roberts
TERRANCE E. ROBERTS, INCORPORATOR

Dated: September 5th, 2010
~~October~~

Having been named 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 further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Terrance E. Roberts
TERRANCE E. ROBERTS, Registered Agent

Dated: September 5th, 2010
~~October~~

FILED
2010 OCT 5 1 09:56
CLERK OF DISTRICT COURT
TALAHASSEE COUNTY
FLORIDA