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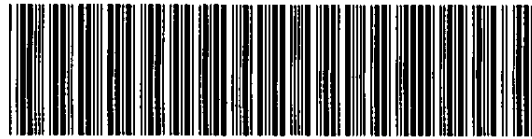
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

T. Burch DEC 21 2010



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 617342 81219A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 20, 2010

ORDER TIME : 3:20 PM

ORDER NO. : 617342-005

CUSTOMER NO: 81219A

DOMESTIC FILING

NAME: THE CHURCH OF DESTIN, 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: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF INCORPORATION OF  
THE CHURCH OF DESTIN, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-for-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the Corporation:

Article I. Name and Address. The name of the Corporation is The Church of Destin, Inc. The principal place of business of the Corporation is 305 Main Street, Destin, FL 32541. The mailing address of the Corporation is P.O. Box 1075, Destin, Florida 32540.

Article II. Duration. The Corporation shall have perpetual duration.

Article III. Purposes. The Corporation is a not-for-profit corporation. The following are the specific purposes for which the Corporation is organized.

(a) The specific purposes for which the Corporation is formed are to engage and unify the body of Christ in Destin, Florida through fellowship and prayer, recognizing one church, many congregations.

(b) The general purposes for which this Corporation is formed are to operate exclusively for charitable purposes which will qualify it as an exempt organization under 26 U.S.C.A. Section 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

(c) The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication/distribution in any political campaign on behalf of any candidate for public office.

Article IV. Membership. The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the Members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of Members, and their liability for dues and assessments and the method of collecting dues and assessments shall be regulated by the Bylaws of the Corporation.

Article V. Registered Office and Agent. The street address of the initial registered office of the Corporation is 10221 W. Emerald Coast Parkway, Suite 26, Miramar Beach, Florida 32550. The name of its initial registered agent at that address is Cassie Long Zinn.

Article VI. Board of Directors.

(a) The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall not be less than five (5); provided, however, that number may be changed by a bylaw duly adopted pursuant to the Bylaws of the Corporation.

(b) The Directors named here as the first Board of Directors shall hold office until the first meeting of Members, to be held on January 20, 2011, and on that day of each subsequent year, or the following business day if that date falls on a weekend or holiday, at 11:45 a.m., at a location to be announced at least thirty days before the date of the meeting.

(c) The Board of Directors of the Corporation shall consist of five (5) members divided into two (2) classes, the first class having two (2) Directors and the second class having three (3) Directors. The term of office of Directors of the first class shall expire at the first annual meeting of Members after their election, and that of the second class shall expire at the third annual meeting after their election. At each annual meeting after their classification, the number of Directors equal to the number of the class whose terms expire at the time of the meeting shall be elected to hold office for a term of four (4) years.

(d) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the Members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board. Any action taken by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors, without a meeting and that the Articles of Incorporation and Bylaws of the Corporation authorize the Directors to act in this manner. This statement shall be prima facie evidence of the Directors' authority.

(e) The names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Barry Carpenter	200 Beach Drive Destin, FL 32541
Tom Hamon	5200 U.S. Highway 98 East Santa Rosa Beach, FL 32459
Mike Hesse	504 Main Street Destin, FL 32541
Paul Kummer	4325 West Commons Drive Destin, FL 32541
Mike Parker	827 Kel-Air Court Destin, FL 32541
Marguerite Parker	827 Kel-Air Court Destin, FL 32541
Eric Partin	124 Benning Drive Destin, FL 32541
Mel Ponder	4 Welaka Court Destin, FL 32541
Mona Ponder	4 Welaka Court Destin, FL 32541

Steve Vaggalis

122 Poinciana Boulevard  
Miramar Beach, FL 32550

Steve Wilson

66 Indian Bayou Drive  
Destin, FL 32541

**Article VII. Incorporator.** The name and address of the Incorporator is:

Marguerite Parker  
827 Kel-Air Court  
Destin, FL 32541

**Article VIII. Officers.** The Board of Directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and any other officers which the Bylaws of the Corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the Board of Directors. Until that election is held, the following persons shall serve as corporate officers:

President: Mike Hesse  
504 Main Street  
Destin, FL 32541

Vice President: Mike Parker  
827 Kel-Air Court  
Destin, FL 32541

Vice President: Mel Ponder  
4 Welaka Court  
Destin, FL 32541

Secretary: Mona Ponder  
4 Welaka Court  
Destin, FL 32541

Treasurer: Marguerite Parker  
827 Kel-Air Court  
Destin, FL 32541

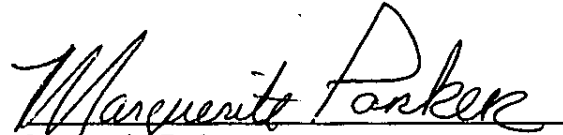
**Article IX. Amendment of Bylaws.** Subject to the limitations contained in the Bylaws and any limitations set forth in the Florida Not-for-Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the Members of the Corporation, the Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by resolution of the Board of Directors or by following the procedure set forth in the Bylaws.

**Article X. Dedication of Corporate Property.** The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Director, Officer, or Member, or to the benefit of any private individual.

**Article XI. Corporate Assets after Dissolution.** Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under 26 U.S.C.A. Section 501(c)(3), or corresponding provisions of any subsequent federal tax laws.

**Article XII. Amendments to Articles of Incorporation.** Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of Members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3) votes of a quorum of the Members of the Corporation.

THE UNDERSIGNED, being Incorporator of the Corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, has executed these Articles of Incorporation on this \_\_\_\_ day of December, 2010.

  
Marguerite Parker

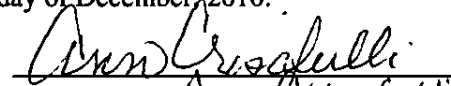
STATE OF FLORIDA  
COUNTY OF Walton

The foregoing was acknowledged before me this 8th day of December, 2010, by Marguerite Parker, ( ) who is personally known to me or ( ☒ ) who produced the following as identification:  
Valid FL driver's license

WITNESS my hand and seal this 8th day of December, 2010.

Affix Seal:

ANN CRISAFULLI  
Notary Public, State of Florida  
My comm. exp. May 6, 2011  
Comm. No. DD 640495

  
Type Name: Ann Crisafulli  
NOTARY PUBLIC  
My Commission Expires: 05/06/2011

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND OFFICE

1. Pursuant to Section 617, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

2. Name of corporation:

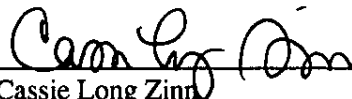
The Church of Destin, Inc.

3. Name and address of the registered agent and office:

Cassie Long Zinn  
10221 W Emerald Coast Parkway  
Suite 26  
Miramar Beach, FL 32550

Having been named as registered agent and appointed to accept service of process for the above-stated corporation at the place designated in this certificate, I 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.

Dated this 14th of December, 2010.

  
\_\_\_\_\_  
Cassie Long Zinn  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA