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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 JAN 20 PM 4:30

APPROVED  
AND  
FILED

1/21

## COVER LETTER

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

SUBJECT: The Encounter First Born Church of the Living God, 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: Timothy Knighten  
Name (Printed or typed)

2110 Sydney Dover Rd  
Address

Dover, FL 33527  
City, State & Zip

813-478-3503  
Daytime Telephone number

tsknighten@msn.com and pastor@theencounter.org  
E-mail address: (to be used for future annual report notification)

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

APPROVED  
AND  
FILED

11 JAN 20 PM 4:30

**The Encounter First Born Church of the Living God, Inc.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - Offices**

**1.1** The principal office of the corporation shall be established and maintained at The Encounter First Born Church of the Living God, Inc., 603 Ave T NE Winter Haven, FL 33881. The corporation may have offices at such places within or without the State of Florida as the Board may from time to time establish. The corporation's mailing address shall be PO Box 4274 Winter Haven, FL 33885

**1.2 PURPOSE**

This organization is organized exclusively for religious, educational, charitable, and scientific purposes within the section of 501(c) (3) of the Internal Revenue Code.

**ARTICLE II – MEMBERSHIP**

- 1** MEMBERSHIP. The membership of the corporation shall consist of Officers, Auxiliaries, and Lay-members.
- 2** VOTING REQUIREMENTS. Only members in good standing are entitled to vote on issues reserved to members. A member shall be in good standing only if:

2.1 Such member has attended at least one church service within the thirty day period preceding any vote and said member has tithed within such thirty day period; or

2.2 Such member is granted leave to vote by the Board of Directors for good cause shown.

**3** PLACE OF MEETINGS

The Board of Directors ("Board") may designate any place, whether within or without the State of Florida as, the place of meeting for any annual members meeting or for any special meeting called by the Board. A waiver of notice signed by a majority of the members entitled to vote as at meeting may designate any place, either within or without the State of Florida, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the corporation of The Encounter First Born Church of the Living God, 603 Ave T NE Winter Haven, FL 33881.

**4** ANNUAL MEETING

The annual meeting of the members (the "Annual Church Conference") shall be held at 7:00 p.m. on the Thursday preceding the third Sunday in January each year beginning in 2011, or any other within such month as shall be fixed by the Board, for the purpose of electing directors and for the transaction of such other business as may come before the meeting, if the election of directors shall

not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

5 PROCEDURAL RULES

At all annual and special meetings of the members, all members shall follow the rules of Church Government and Parliamentary rules set forth in the Constitution of the First Born Church of the Living God, which is hereby incorporated herein by reference.

6 SPECIAL MEETINGS

Special meetings of the members, for any purposes, unless otherwise prescribed by statute, may be called by the Board or by the President or at the written request of the majority of the then members of the corporation. A meeting requested by the members shall be called for a date not less than seven nor more than sixty days after a request is made unless waived by all members. The secretary shall issue the call for the meeting unless the President, the Board or the members shall designate another to make said call.

7 NOTICE OF MEETINGS

Written notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which a meeting is called shall, unless otherwise prescribed by statute, be delivered to each member having the right to vote at such meetings not less than seven nor more than sixty days before the date of the meeting, either personally or by first class mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the books of the corporation, with postage thereon prepaid. Any member may waive notice of any meeting either before, during or after a meeting.

8 MEMBERSHIP LIST

The Secretary shall keep a membership book containing, in alphabetical order, the name and address of each member and a notation as to whether such member is in good standing.

9 QUORUM

The presence, in person or by proxy, of a majority of the members entitled to vote shall constitute a quorum at all meetings. In case a quorum shall not be present at any meeting, a majority in interest of members entitled to vote thereat present in person or by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite number of members entitled to vote shall be present.

10 PROXIES

At all meetings of members, a member must be present to vote. The corporation shall not accept proxies.

11 VOTING

Unless otherwise stated within these bylaws, each, member entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of the members. When electing Directors, each member entitled to vote shall be entitled to one vote for each vacancy on the Board.

### **ARTICLE III – BOARD OF DIRECTORS**

#### **1 GENERAL POWERS**

The business of the corporation shall be managed by its Board of Directors ("Board"). Individual directors have no power to act unless specifically authorized by the board.

#### **2 NUMBER TENURE AND QUALIFICATIONS**

The Board of Directors shall consist of the Pastor, six (6) elected directors, and up to six (6) directors appointed by the Pastor. Elected directors shall be elected annually and shall hold office until the next annual meeting of members or until a successor shall have been elected and qualified. Appointed directors shall be appointed by the Pastor and shall hold office until the next annual meeting of members or until removed by the Pastor. Directors need not be citizens of the United States, residents of the State of Florida; however, directors must be members of good standing in order to hold office.

#### **3 VACANCIES**

*If the office of an elected Director, member of a committee, or other office becomes vacant the remaining Directors in office, by a majority vote, may appoint any qualified person to fill such vacancy.*

#### **4 NEWLY CREATED DIRECTORSHIPS**

The number of elected or appointed Directors may be increased by amendment of these Bylaws by the affirmative vote of a majority of the Directors, though less than a quorum, or, by the affirmative vote of a majority in interest of the members at the annual meeting or at a special meeting called for that purpose, and by like vote the additional Directors may be chosen at such meeting to hold office until the next annual election and until their successors are elected and qualified.

#### **5 RESIGNATION**

A director may resign at any time by giving written notice to the Board, the President or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

#### **6 QUORUM OF DIRECTORS**

A majority of Directors shall constitute a quorum for the transaction of business. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting until a quorum is obtained and no further notice thereof need be given other than by announcement at the meeting which shall be so adjourned.

#### **7 PLACE AND TIME OF BOARD MEETINGS**

The Board may hold its meetings at the office of the corporation or at such other places either within or without the State of Florida as it may from time to time determine.

8 REGULAR ANNUAL MEETING

A regular annual meeting of the Board shall be held immediately following the annual church conference of the members at the place of such annual meeting of the members.

9 NOTICE OF MEETING OF THE BOARD

Regular meetings of the Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the Directors and may be called by the President upon three days notice to each Director either personally or by mail or by wire; special meetings shall be called by the President or by the Secretary in the like manner on written request of three (3) Directors. Notice of a meeting need not be given to any Director who submits a Waiver of Notice, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to him prior thereto or at its commencement.

10 MANNER OF ACTING

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

11 ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the Directors and filed with the corporation.

12 COMPENSATION

No compensation shall be paid to Directors, as such for their services, but by resolution of the Board, a fixed sum and expenses for actual attendance, at each regular or special meeting of the Board may be authorized. *Nothing herein contained shall be construed to preclude any Director from serving the corporation in any capacity and receiving compensation therefore.*

13 PRESUMPTION OF ASSENT

A director of the corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action unless the director votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

## **ARTICLE IV – OFFICERS**

1 OFFICERS ELECTION AND TERM

1.1 The Board may elect or appoint a president, a chairman of the deacon board, a secretary, a treasure and such other officers as it may be determine who shall have duties and powers hereinafter provided.

1.2 All officers shall be elected or appointed to hold office until the meeting of the Board following the next annual meeting of the members and until their successors have been elected or appointed and qualified.

2 REMOVAL, RESIGNATION, SALARY, ETC

2.1 Any officer elected or appointed by the Board may be removed by the Board with or without cause.

2.2 In the event of death, resignation, or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

2.3 Any two or more offices may be held by the same person

2.4 The salaries of the officers shall be fixed by the Board.

2.5 The Directors may require any officer to give security for the faithful performance of his/her duties.

3 PRESIDENT

*The Pastor shall serve as the president of the corporation. The president shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the president of the corporation. The president shall preside at all meetings of the members if present thereat, and in the absence or non-election of the chairman of the Board, at all meetings of the Board, and shall have general supervision direction and control of the business of the corporation. Except as the Board shall authorize the execution thereof in some other manner, the President shall execute bonds, mortgages and other contracts on behalf of the corporation and shall cause the seal to be affixed to any instrument requiring it and when so affixed, the seal shall be attested by the signature of the secretary or treasure or assistant secretary or an assistant treasurer.*

4 CHAIRMAN OF THE DEACON BOARD

*The chairman of the Deacon Board shall assist the President and pastor in maintaining unity among the flock, see that the Pastor's physical needs are met while he gives his full time to the gospel ministry, report the welfare of the members to the Pastor and the deacon board, serve tables, and assist the Pastor in visiting the congregation and those in need. During the absence or disability of the President and Pastor, the Chairman of the Deacon Board shall have all the powers and function of the president.*

5 SECRETARY

*The secretary shall attend all meetings of the Board and of the members, record all votes and minutes of all proceedings in a book to be kept for that purpose, give or cause to be given notice of all meetings of members and of meetings and special meetings of the Board, keep in safe custody*

the seal of the corporation and affix it to any instrument when authorized by the board or the President, when required, prepare or cause to be prepared and available at each meeting of the members a certified list in alphabetical order of the names of members entitled to vote thereat, keep all documents and records of the corporation as required by law or otherwise in a proper and safe manner, and perform such other duties as may be prescribed by the Board.

6 TREASURER

The treasurer shall have the custody of the corporate funds and securities, keep full and accurate accounts of the receipts and disbursements in the corporate books, deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board, disburse funds of the corporation as may be ordered by the Board and preserve proper vouchers for such disbursements, render to the president and the Board at the regular meetings of the Board or whenever they require it, an account of all transactions made as treasurer and of the financial condition of the corporation. The treasurer shall also render a full financial report at the annual meeting of the officers and agents with such reports and statements as he may require as to all financial transactions of the corporation, and perform such duties as are designed by these By-laws or as from time to time are assigned by the Board.

7 SALARIES

The salaries of the officers shall be fixed from time to time by the board and no officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director of the corporation.

8 NAMES OF OFFICERS

Pastor/President – James E. Lewis, Jr. 529 Northride Trail Lakeland, FL 33813

Vice President – Leroy Robinson 430 King St. Lake Wales, FL 33853

Secretary – Leola Willingham 244 Prince Charles Dr. Davenport, FL 33837

Treasurer – Sarah Henry 617 N. Wales Dr. Lake Wales, FL 33853

Director – Winnifred Kinley 502 Ave V NE Winter Haven, FL 33881

Director – John Henry 617 N. Wales Dr. Lake Wales, FL 33853

Director – Courtney Lewis 529 Northride Trail Lakeland, FL 33813

Registered Agent – Timothy Knighten 2110 Sydney Dover Rd Dover, FL 33527

**ARTICLE V – RESTRICTIONS**

The corporation has been organized exclusively for religious, educational, charitable and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended (the "code"). Notwithstanding any provision to the contrary, however the following restrictions shall apply:

0.1 No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and not member,



trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any corporation assets on dissolution of the corporation;

0.2 No substantial part of the activities of the corporation shall be carrying any propaganda or otherwise attempting to influence legislation, except as otherwise provide by section 501(h) of the Code. The corporation shall not participate in or intervene in ant political campaign on behalf of any candidate for public office;

0.3 The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (3) of the code;

0.4 In the event of dissolution, all of the remaining assets and property of the corporation shall, after payment of the necessary expenses thereof, be distributed for one or more purposes as shall qualify under Section 501 (c) (3) of the Code, or to another organization to be used in such manner as in the judgment of a county or circuit judge of the State of Florida will best accomplish the general purposes for which this corporation was organized.

#### **ARTICLE IX – EXECUTION OF INSTRUMENTS**

All corporate documents and instruments shall be signed or countersigned, executed verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate. All checks, drafts or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as may be determined from time to time by resolution of the Board.

#### **ARTICLE X – NOTICE AND WAIVER OF NOTICE**

Whenever any notice is required by these By-laws to be given, personal notice is not meant unless expressly so sated, and any notice so required shall be deemed to be sufficient if given by depositing the same in a post office box in a sealed postage paid wrapper, addressed to the person entitled thereto at the least known address, and such notice shall be deemed to have been given on the day of such mailing. Members not entitled to vote shall not be entitled to receive notice of any meeting except as otherwise provide by statue.

Whenever any notice is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation of the corporation or these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## **ARTICLE XI – CONSTRUCTION**

Whenever a conflict arises between the language of these By-laws and the Articles of Incorporation, the Articles of Incorporation shall govern.

## **ARTICLE XII – AMENDMENTS**

These By-laws may be altered or repealed at any annual meeting of the members or at any special meeting thereof if notice of the proposed alteration or repeal to be made contained in the notice of such special meeting, by the affirmative vote of two-thirds of the members entitled to vote, or by the affirmative vote of a majority of the Board at a regular meeting of the Board or at any special meeting of the Board if notice of the proposed alteration or repeal to be made is contained in the notice of such special meeting.

## **ARTICLE XIII – EMERGENCY BY-LAWS**

### **1 CONDUCT OF BUSINESS WITHOUT MEETING**

Pursuant to Florida Statute 617.0207 the corporation adopts the following By-laws, which shall be effective only if a quorum of the Directors of the corporation cannot be readily assembled because of some catastrophic event.

### **2 CALLING A MEETING**

In the event of such catastrophic event, any member of the Board of Directors shall be authorized to call a meeting of the Board. Such member calling an emergency meeting shall use any means of communication at their disposal to notify all other members of the Board of such meeting. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

### **3 QUORUM**

Any member of the Board shall constitute a quorum of the Board. The members of the Board meeting during such an emergency, may select any person or persons as additional Board members, officers, or agents of the corporation. In addition, the Board either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the corporation shall for any reason be rendered incapable of discharging their duties.

### **4 INDEMNIFICATION**

The members of such emergency Board are authorized to utilize any means at their disposal to preserve and protect the assets of the corporation. Any action taken in good faith and acted upon in accordance with these By-laws shall bind the corporation, and the corporation shall hold harmless any Director, officer, employee or agent who undertakes an action pursuant to these By-laws.

5 TERMINATION OF EMERGENCY BY-LAWS

These emergency By-laws shall not be effective at the end of the emergency period.

6 INCORPORATOR

The name and address of the Incorporator is:

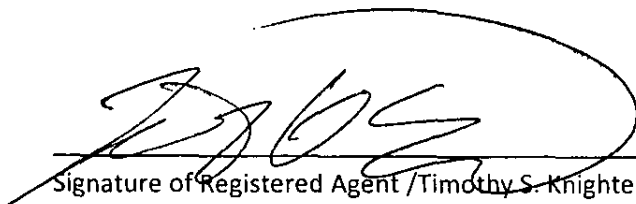
James E. Lewis, Jr. 529 Northride Trail Lakeland, FL 33813

**REGISTERED AGENT**

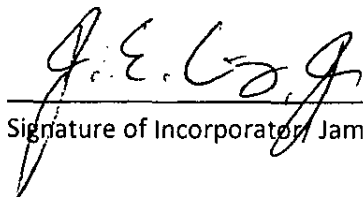
The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Timothy S. Knighten  
Address: 2110 Sydney Dover Rd  
Dover, FL 33527

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 the appointment as registered agent and agree to act in this capacity.

  
Signature of Registered Agent / Timothy S. Knighten

\_\_\_\_\_  
Date

  
Signature of Incorporator James E. Lewis, Jr.

1/16/2011  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 JAN 20 PM 4:30

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AND  
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