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Amanda McFarr GAVE
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11 MAY -5 PM 12:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MRP
5/6

AMANDA MCFANN

6003 Boat Race Road
Panama City * Florida 32404
850-896-2393

May 3, 2011

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

Dear Corporate Filings Department:

Enclosed please find the original and one copy of Articles of Incorporation for the above referenced corporation and Certificate of Domicile and Registered Agent for filing with the Secretary of State.

Also enclosed is a check payable to the Secretary of State for \$78.75.

If you encounter any questions or problems, please do not hesitate to contact me.

Sincerely,



Amanda McFann

/am

Enclosure
As stated

FILED

ARTICLES OF INCORPORATION

11 MAY -5 PM 12:09

OF

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

**NEW BETHEL MISSIONARY BAPTIST CHURCH
OF PORT ST. JOE, FLORIDA, INC.**

THE UNDERSIGNED Subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a not for profit corporation under the laws of the State of Florida; and further agree to the following conditions of said Corporation.

ARTICLE I: NAME

The name of the Corporation is: New Bethel Missionary Baptist Church of Port St. Joe, Florida, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation in the State of Florida shall be:

Principle Street Address:

Mailing Address:

208 North Park Avenue
Port St. Joe, Florida 32456

Post Office Box 312
Port St. Joe, Florida 32457

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is to conduct the Christian ministry of the New Bethel Missionary Baptist Church and to do all things which natural persons and lawful entities might or could lawfully do in the premises and to transact any lawful business for which corporations may be incorporated under the laws of Florida.

This corporation is organized exclusively for charitable, religious, education, and scientific purposes, 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.

ARTICLE IV: MANNER OF ELECTION

The corporation shall be legally managed by officers and directors/trustees. Officers and directors/trustees shall be selected in accordance with church by laws.

ARTICLE V: INITIAL OFFICERS AND DIRECTORS/TRUSTEES

The names and post office addresses of the first Board of Directors/trustees and officers of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Amanda McFann	6003 Boat Race Road Panama City, Florida 32404	Director/President
Sherry Hamilton	114 North Garrison Avenue Port St. Joe, Florida 32456	Director/VP
Vivian Patten	Post Office Box 1102 Port St. Joe, Florida 32457	Director/Secretary
Leonard Raye Bailey, Sr.	110 Apollo Street Port St. Joe, Florida 32456	Director/Treasurer
Carolyn Pickney	440 Avenue C Port St. Joe, Florida 32456	Director
Bonita Smith	6106 Wallace Road Panama City, Florida 32404	Director

Jennifer Bailey	110 Apollo Street Port St. Joe, Florida 32456	Director
Brenda Fisher	Post Office Box 732 Port St. Joe, Florida 32456	Director
Claude Thomas, Sr.	Post Office Box 312 Port St. Joe, Florida 32457	Director
Cleveland Bailey	6644 Russ Road Cottondale, Florida 32431	Director

ARTICLE VI: REGISTERED AGENT

The Registered Agent is: Amanda McFann, 6003 Boat Race Road, Panama City, Florida 32404.

ARTICLE VII: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors/Trustees, proposed by them to the church body, and approved at a meeting by a majority of the church body.

ARTICLE VIII: CONFLICT OF INTEREST POLICY PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's, New Bethel Missionary Baptist Church of Port St. Joe, Inc., interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as forth in Article III hereof. 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. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

DEFINITIONS

1. Interested Person

Any director, trustee, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under the procedures section, paragraph 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interests exists.

PROCEDURES

1. Duty to disclose:

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists:

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy:

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

RECORDS OF PROCEEDINGS

The minutes of the governing board and all committees with board delegated powers shall contain:

a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

COMPENSATION

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction including compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ANNUAL STATEMENTS

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

PERIODIC REVIEWS

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of the arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organizations' written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in the Periodic Reviews section, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX: DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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, 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, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 3rd day of May, 2011.

Amanda McFann

Amanda McFann, Incorporator
6003 Boat Race Road
Panama City, FL 32404

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared, Amanda McFann, who is personally known to me or who has produced the identification specified below, who acknowledged to and before me that he is the person who executed the foregoing Articles of Incorporation for the uses and purposes set forth therein.

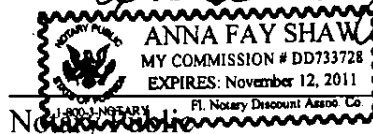
WITNESS my hand and official seal in the County and State aforesaid this 3rd day of MAY, 2011.

☒ To me personally known

Identified by _____

Issued by _____

Anna Fay Shaw



FILED
11 MAY - 5 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

NEW BETHEL MISSIONARY BAPTIST CHURCH OF PORT ST. JOE, FLORIDA, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Port St. Joe, County of Gulf, State of Florida, has named Amanda McFann, 6003 Boat Race Road, Panama City, Florida, County of Bay, State of Florida 32404, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY:



Amanda McFann
Registered Agent

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11 MAY -5 PM 12:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA