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(City/State/Zip/Phone #)

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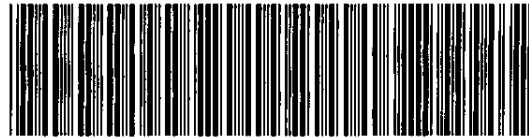
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5/17/11

LAW OFFICES OF SCOT B. COPELAND, P.L.

MAILING ADDRESS:

POST OFFICE DRAWER 916
MADISON, FLORIDA 32341

TEL: (850) 973-4100

scotcopelandlaw@earthlink.net

May 12, 2011

STREET ADDRESS:

275 WEST BASE STREET
MADISON, FLORIDA 32340

FAX: (850) 973-4194

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

RE: New Zion Living Word Holiness Church, Inc.

Dear Sir or Madam:

Enclosed are an original and two (2) copies of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office, along with a check in the amount of \$87.50 to cover the following:

- | | |
|---------------------------------|---------|
| 1. Filing Fee | \$35.00 |
| 2. Registered Agent Designation | \$35.00 |
| 3. Certificate of Status | \$8.75 |
| 4. Certified copy of Articles | \$8.75 |

Please file the Articles of Incorporation and return a certified copy and Certificate of Status to me at your earliest convenience. Your consideration of this matter is appreciated.

Sincerely,

Scot B. Copeland

SBC/db
Enclosures
cc: Larry Pride

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ARTICLES OF INCORPORATION

OF

NEW ZION LIVING WORD HOLINESS CHURCH, INC.

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(A Florida Not for Profit Corporation Pursuant to Chapter 617, Florida Statutes)

The undersigned incorporator, who is of legal age and legally competent, hereby desires to incorporate a not for profit corporation as permitted by Florida law, federal law, Chapter 617, Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code, and adopts the following Articles of Incorporation:

1. **Name and Address.** The name of the corporation shall be NEW ZION LIVING WORD HOLINESS CHURCH, INC., with an initial principal street address of 58 Bassett's Dairy Road, Monticello, Florida 32344, and an initial mailing address of 615 Poplar Street, Monticello, Florida 32344.

2. **Term of Existence.** The corporation shall exist perpetually unless dissolved according to law.

3. **Purposes.** The purposes for which the corporation is formed is to operate and exist exclusively for religious, charitable, or educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision(s) of any future federal tax laws or other laws regarding tax-exempt organizations. In furtherance of these purposes, the corporate powers are as provided in Chapter 617, Florida Statutes.

4. **Powers.** In furtherance of its purposes, the corporation shall have the capacity and power to undertake any and all lawful actions necessary or appropriate for their accomplishment, including but not limited to:

a. Hold, manage, and administer any and all real property and personal property of every kind and description acquired or under the control of the corporation; use and apply the whole or part of the income therefrom and the principal thereof exclusively for religious, charitable, or educational purposes as allowed by law.

b. Accept and receive by gift, devise, bequest, or otherwise, for the uses and purposes of the corporation, real property and personal property of any kind, nature, and description.

c. Acquire by purchase, lease, or otherwise real property and personal property; own, hold, maintain and improve real property and personal property; sell, exchange, mortgage, encumber, lease, or otherwise dispose of real property and personal property as may be necessary in furtherance of the corporation's purposes.

d. Invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant, however such limitations and conditions shall not conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

e. Make and enter into contracts and agreements of every kind and description necessary to further the purposes of the corporation and to apply for, receive, contract, administer, and perform gifts, grants, awards, contracts, and programs to accomplish these purposes.

f. Lend its funds upon adequate security, borrow funds or other assets for its corporate purposes, secure loans and debts by mortgage or pledge of any or all of its real property and personal property.

g. Exercise all rights and privileges appurtenant to any securities or any property held by the corporation, including without limitation, the right to vote any share of stock which the corporation may own.

h. Act as trustee of funds for trusts created for the furtherance of the corporation's purposes.

i. Employ persons necessary to fulfill the corporation's purposes; enter into employment contracts, service contracts, and independent contractor contracts in furtherance of the corporation's purposes.

j. Borrow money, issue notes, execute evidences of indebtedness, and mortgage real property and personal property to secure the payment of any obligations, all in the furtherance of the corporation's purposes.

k. Establish terms and conditions of membership in the corporation; establish terms and conditions for officers, members, trustees, and other positions in the corporation.

l. No substantial part of the activities of the corporation shall be attempting to influence legislation, and the corporation shall not intervene in political campaigns.

m. Do any and every act or thing, and engage in any other activity or undertaking, necessary or convenient for the furtherance of the corporation's purposes, which a not for profit corporation may lawfully do or perform.

5. **Not for Profit Status.** The corporation shall be a not for profit corporation and shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the trustees, officers, or members. No part of the net earnings of the corporation shall inure to the benefit of any trustee, officer, or member of the corporation or any

private individual, provided, however, that reasonable compensation may be paid for services rendered to the corporation in the furtherance of its purposes.

6. **Membership.** The corporation shall have a membership as provided in the Bylaws. The manner, terms, and conditions upon which a person may become a member shall be provided in the Bylaws.

7. **Board of Trustees.** The corporation shall have a Board of Trustees, consisting of individual Trustees, as provided in the Bylaws. The Trustees shall be elected or appointed to the Board, and shall serve in such capacity, in the method and manner set forth in the Bylaws. The names and addresses of the initial Trustees that shall comprise the initial Board of Trustees, who shall serve until successors are qualified and elected, are:

Larry Pride
151 S.W. Altoona Trl.
Madison, FL 32340
President

Roosevelt Whitfield
615 Poplar St.
Monticello, FL 32344
Vice President

Thelma Pride
151 S.W. Altoona Trl.
Madison, FL 32340
Secretary

8. **Officers.** The corporation shall have certain officers as provided in the Bylaws. The officers shall be elected, and shall serve in such capacity, in the method and manner set forth in the Bylaws.

9. **Committees.** The corporation shall have certain committees as provided in the Bylaws. The committees shall be elected and exist in the method and manner set forth in the Bylaws.

10. **Bylaws.** The initial Bylaws of the corporation shall be those adopted by its Board of Trustees. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be set forth in the Bylaws.

11. **Incorporator.** The name and address of the incorporator are as follows:

Larry Pride (Pastor)
151 S.W. Altoona Trail
Madison, Florida 32340

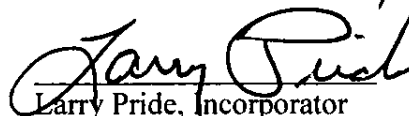
12. **Dissolution.** Upon the dissolution and winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed for one or more exempt purposes as allowed by Section 501(c)(3) of the Internal Revenue Code or the corresponding provision(s) of any future federal tax laws or other laws regarding tax-exempt organizations.

13. **Initial Registered Agent Name and Address.** The name and street address of the corporation's initial registered agent are:

Larry Pride (Pastor)
151 S.W. Altoona Trail
Madison, Florida 32340

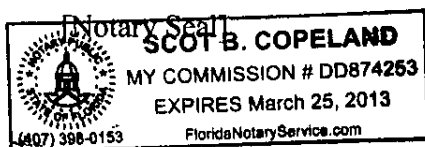
14. **Amendment of Articles of Incorporation.** These Articles of Incorporation may be amended as provided in Section 617.1002, Florida Statutes.


The undersigned incorporator has executed these Articles of Incorporation, for the purpose of forming this not for profit corporation, on this 12th day of May, 2011.


Larry Pride, Incorporator

STATE OF FLORIDA
COUNTY OF Madison

SWORN TO AND SUBSCRIBED BEFORE ME, this 12th day of May, 2011, by Larry Pride, who [☒] is personally known to me or [☐] produced _____ as identification.



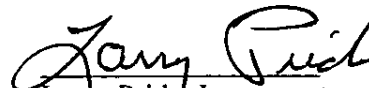

Notary Public

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, and Florida law, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida.

1. The name of the corporation is NEW ZION LIVING WORD HOLINESS CHURCH, INC.

2. The name and address of the registered agent and office are Larry Pride, 151 S.W. Altoona Trail, Madison, Florida 32340.


Larry Pride, Incorporator

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes and laws 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 12th day of May, 2011.


Larry Pride, Registered Agent

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