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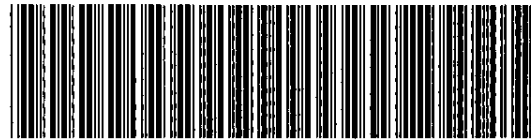
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 AUG 29 AM 10:14

# ASIATICO & ASSOCIATES PLLC



August 22, 2011

direct | 214.269.4271  
direct fax | 214.269.4268  
debra@baalegal.com

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

**Re: Articles of Incorporation – Embracing Legacy, Inc.**

Dear Department of State Representative,

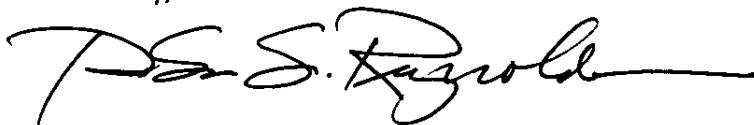
Please find enclosed an original and one (1) copy of the Articles of Incorporation for Embracing Legacy, Inc. We have enclosed a check in the amount of \$70.00 to cover the requisite filing fee and designation of registered agent.

Please return the file-stamped copy and direct any and all correspondence in this matter to the following:

Asiatico & Associates, PLLC  
2201 N. Central Expwy., Suite 225  
Richardson, TX 75080  
214-570-0700 (Main)  
debra@baalegal.com

Thank you for your attention to this matter.

Sincerely,



Debra S. Reynolds  
Staff Counsel

Attachments

**ARTICLES OF INCORPORATION  
OF  
EMBRACING LEGACY, INC.**

The undersigned Corporation, Embracing Legacy, Inc., (the "Corporation") organized and existing under and by virtue of the Florida Not For Profit Corporation Act (the "Act") for the purpose of adopting Articles of Incorporation, does hereby submit:

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DIVISION OF CORPORATIONS  
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**ARTICLE I. NAME**

The name of the Corporation shall be "Embracing Legacy, Inc." Embracing Legacy, Inc. shall have the right to operate under any number of appropriately applied for assumed names.

**ARTICLE 2. PRINCIPAL ADDRESS**

The address of the principal office of the Corporation is 5201 North Armenia Avenue, Tampa, Florida 33603.

**ARTICLE 3. PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

- (a) In line with the Holy Scriptures to accomplish the goals of fulfilling the Great Commission as Christ instructed us: "And Jesus came up and spoke to them, saying, 'All authority has been given to Me in heaven and on earth. Go therefore and make disciples of all the nations, baptizing them in the name of the Father and the Son and the Holy Spirit, teaching them to observe all that I commanded you; and lo, I am with you always, even to the end of the age.'" (Matthew 28:18-20 New American Standard Version).
- (b) To provide education and instruction to the youth of the community in extracurricular activities including, but not limited to, youth sports, music and the arts, and mentoring for future college and careers.
- (c) To engage in charitable endeavors in the community while working alongside other charitable and benevolent community outreach organizations.
- (d) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.
- (e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

(f) To promote, encourage, and foster any other similar charitable and educational activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation.

(g) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and by Section 501(c)(3) of the Internal Revenue Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein; and without the necessity of authorization or approval of any individual or entity whosoever save and except as provided in these Articles and the Bylaws of this Corporation.

(h) To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

#### **ARTICLE 4. BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors of the Corporation. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The number of Directors shall not be less than three (3) nor more than seven (7) members, always keeping an odd number of Directors to prevent deadlock. The number of directors may be increased or decreased by the Board of Directors, by amending these Articles, or by amending the Bylaws, any of which shall have the same force and effect. Directors shall be natural persons, but need not be residents of Florida. Pastor Greg Powe's term as Director is perpetual until he resigns, dies, or is removed for cause as laid out in the Bylaws of the Corporation.

The names and street addresses of the directors are:

1. Pastor Greg Powe  
5201 North Armenia Avenue  
Tampa, FL 33603

2. Deborah Powe  
5201 North Armenia Avenue  
Tampa, FL 33603
3. Deborah McCray  
5201 North Armenia Avenue  
Tampa, FL 33603

All future directors will be elected in the manner prescribed in the Bylaws.

#### **ARTICLE 5. POWERS**

Except as otherwise provided in these Articles of Incorporation, and in order to carry out the above-stated purposes, the Corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

#### **ARTICLE 6. MEMBERS**

The Corporation will not have members.

#### **ARTICLE 7. DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Board of Directors of the Corporation that is exempt from taxes under Section 501(c)(3) of the Internal Revenue Code and within the meaning of any applicable Florida tax code, or shall distribute 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 appropriate jurisdiction in which the principal office of the Corporation is then located exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE 8. DURATION**

The Corporation shall continue in perpetuity.

#### **ARTICLE 9. INTEGRATED AUXILIARY**

The Corporation shall be an integrated auxiliary of Revealing Truth Ministries, Inc., a 501(c)(3) Not For Profit Florida corporation and church.

The Corporation does and shall share common religious doctrines, principles, disciplines, and practices with Revealing Truth Ministries, Inc., a 501(c)(3) Not For Profit Florida corporation and church.

## **ARTICLE 10. NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE 11. RESTRICTIONS, REQUIREMENTS, AND LIMITATIONS**

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

- (1) Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (2) Serve a private interest other than one that is clearly incidental to an overriding public interest.
- (3) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
- (4) Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include

the publishing or distributing of statements and any other direct or indirect campaign activities.

(5) Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.

(6) Distribute its assets on dissolution other than for one or more exempt purposes.

(7) Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

(8) Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.

(9) Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's charitable, religious, educational, or scientific purposes or if the gift or grant would require serving a private as opposed to a public interest.

(b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

#### **ARTICLE 12. LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as a director except to the extent otherwise provided by a statute of the State of Florida.

#### **ARTICLE 13. CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.

#### ARTICLE 14. AMENDMENT

These Articles may not be amended in any way without the approval of a two-thirds (2/3) majority of the members of the Board of Directors and filing with the Florida Secretary of State.

#### ARTICLE 15. REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent of the Corporation is Deborah McCray, whose location and municipal address is 5201 North Armenia Avenue, Tampa, Florida 33603, which is also the initial registered office address. The Board of Directors may change the registered agent at its discretion.

#### ARTICLE 16. INCORPORATOR NAME AND ADDRESS

The name and address of the incorporator is Brooke Asiatico, whose location and municipal address is 2201 N. Central Expressway, Suite 225, Richardson, Texas 75080.

#### ARTICLE 17. REGISTERED AGENT SIGNATURE

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.

  
Required Signature of Registered Agent

8/16/11  
Date

#### ARTICLE 18. INCORPORATOR SIGNATURE

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

  
Required Signature of Incorporator

8/16/2011  
Date