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(Requestor's Name)



Robert Q. Agner
160 NE Chicory Trl.
Madison, FL 32340-5500

(City/State/Zip/Phone #)

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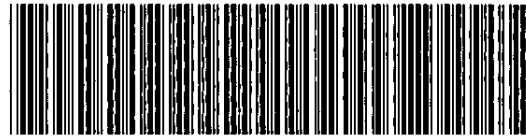
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 7, 2011

ROBERT Q. AGNER
160 NE CHICORY TRL.
MADISON, FL 32340-5500

SUBJECT: BARBARA MEMORIAL GRACE CHURCH. INC.
Ref. Number: W11000046259

We have received your document for BARBARA MEMORIAL GRACE CHURCH. INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

The effective date is not acceptable since it is not within five working days of the date of receipt.

The title(s) in the officer/director field(s) is/are not acceptable. Please refer to the following link for acceptable officer/director title information.
<http://www.sunbiz.org/titledef.html>.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6949.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 611A00020785

**ARTICLES OF INCORPORATION OF
Barbara Memorial Grace Church, Inc.
A Not-For Profit Corporation Preaching and Teaching the Gospel of Jesus Christ**

The undersigned hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a not-for-profit corporation, with no stock issued or to be issued in accordance with the laws of the State of Florida.

ARTICLE 1. NAME

The name of the corporation shall be BARBARA MEMORIAL GRACE CHURCH. INC., a not-for-profit corporation, with its principal place of business located at 155 North East Nazarene Church Way, Madison, Florida, 32340.

ARTICLE II. PURPOSE

1. The purpose of this corporation is to establish and maintain a local congregation preaching and teaching the Gospel of Jesus (hereinafter sometimes referred to as The Church or corporation).
2. The purpose of The Church shall be to promote the Christian faith, to educate people locally and globally in the Christian faith, to conduct Christian worship, to care for and meet the needs of people within and outside the congregation, and to extend the message and mission of Jesus Christ across the world.

ARTICLE III. POWERS

This corporation shall have all powers conferred by the laws of the State of Florida upon corporations, including, but not limited to, the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated.
- (e) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income, provided, however, no action shall be taken which shall threaten the charitable tax status of The Church;
- (f) To invest and reinvest its funds in a manner which advances the purposes of The Church, and take and hold real and personal property as security for the payment of funds

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FALLA DIRECTOR

so loaned or invested, provided, however, no action shall be taken which shall threaten the charitable tax status of The Church;

(g) To establish foundations and trusts for the benefit of advancing the interests and purposes of The Church, provided, however, no action shall be taken which shall threaten the charitable tax status of The Church;

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Florida within or without this State;

(i) To organize and to elect persons to assume and discharge the responsibilities and to conduct the affairs of the corporation, all in a manner consistent with our Articles and By-Laws.

(j) To make donations for the public welfare or for charitable, scientific, or educational purposes;

(k) To hire, to pay salaries and establish benefit plans for employees; provided, however, the corporation shall have the power to condition initial and continued employment on a requirement that employees profess and advance the cause of the Christian faith;

(l) To accept gifts and benevolences and to otherwise raise funds;

(m) To provide training in the Christian faith, including but not limited to the operation of preschools, kindergartens, schools, and centers for child care;

(n) To sponsor and operate programs which provide social services to the community;

(o) To take such action as may be necessary to secure from the Internal Revenue Service of the United States, and from any other governmental authority, and to maintain its status as a qualified charitable tax exempt organization;

(p) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the corporation;

(q) To have and exercise all other powers necessary or convenient to effect its purposes;

ARTICLE IV. RESTRICTIONS

1. All revenue, profit, income and money received from the conduct of this business or enterprise is to be used and employed in religious, educational, charitable, benevolent, and missionary work and not for the benefit of the members of this corporation, either individually or collectively.
2. The activities of this corporation shall be limited to charitable, educational, philanthropic, and other purposes that permit a corporation to qualify as a tax exempt organization under Section 501(c)(3), of the Internal Revenue Code as presently enacted, or might hereinafter be amended. Any activity in violation of such section of law is strictly prohibited.
3. This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.
4. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not

participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

5. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United State Internal Revenue Law, or by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V. MEMBERSHIP

1. The members of the corporation shall consist of those persons holding membership in The Church, as reflected on its official ecclesiastical records.
2. Members secure official recognition after being nominated for membership by the Senior Pastor and voted as approved by a majority vote of the Board of Directors.

ARTICLE VI. TERM OF EXISTENCE

This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE VII. INCORPORATORS

The names and street addresses of the incorporators of this corporation are:

(Rev. Robert Agner, President) (160 NE Chicory Trl., Madison, FL 32340) (850-973-4160)

(Shellie Duran, Secretary) (224 NE Coltsfoot Trl., Madison, FL 32340) (850-973-4118)

(Janice Agner, Treasurer) (235 NE Nazarene Church Way, Madison, FL 32340) (850-973-6972)

ARTICLE VIII. INITIAL DIRECTORS

The names and street addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, shall be the following who serve as Directors of the Corporation:

(Rev. Robert Agner, President) (160 NE Chicory Trl., Madison, FL 32340) (850-973-4160)

(Donald Ray Agner, Vice President) (167 NE Chicory Trl., Madison, FL 32340) (850-464-2859)

(Shellie Duran, Secretary) (224 NE Coltsfoot Trl., Madison, FL 32340) (850-973-4118)

(Janice Agner, Treasurer) (235 NE Nazarene Church Way, Madison, FL 32340) (850-973-6972)

(Beverly Joost, Director) (295 NE Chicory Trl., Madison, FL 32340) (850-973-2264)

(Carolyn Agner, Director) (1306 NE Cornsilk Dr., Lee, FL 32059) (850-971-5503)

ARTICLE IX. OFFICERS

1. The officers of the corporation shall be the President, Secretary and Treasurer of the Board of Directors.
2. The names and addresses of the initial officers of the organization, who shall serve until their successors in office are duly elected and qualified, are:

(Rev. Robert Agner, President) (160 NE Chicory Trl., Madison, FL 32340) (850-973-4160)

(Shellie Duran, Secretary) (224 NE Coltsfoot Trl., Madison, FL 32340) (850-973-4118)

(Janice Agner, Treasurer) (235 NE Nazarene Church Way, Madison, FL 32340) (850-973-6972)

3. Following incorporation, successors to The Board of Directors and its officers shall be elected annually by the members of The Church and in accordance with policies and qualifications established by The Church.

ARTICLE X. BY-LAWS

1. The By-Laws of the corporation may be adopted and/or amended by a two-thirds vote of the Board of Directors at a duly called meeting for such purpose.
2. The Board of Directors shall number no fewer than three nor more than seven members during any year.
3. The Senior Pastor of the Church serves as *ex-officio* President of the Board. The Senior Pastor is selected according to the ecclesiastical practices and policy of the local church. Such selection always incurs requiring a two-thirds favorable vote of the church members at a duly called meeting for such purpose.
4. Directors are elected annually by majority vote of the church membership at a duly called meeting for such purpose. Candidates for Directors are nominated by a nominating committee of no less than three persons, such committee to be chaired by the President.

Candidates must be an example of Christian conduct, a member in good standing of the local church, and a supporter of the local church policies.

ARTICLE XI. REGISTERED AGENT

The initial registered agent for the corporation is Rev. Robert Agner, 155 North East Nazarene Church Way, Madison, FL 32340, (850) 973-4160. As witnessed by the signature below, the initial registered agent acknowledges his position and has agreed to serve until such time as written notice is given of his resignation at which time the corporation shall designate a new registered agent.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended by action of the duly elected Board of Directors, and in accordance with Florida law.

ARTICLE XIII. DISTRIBUTION OF ASSETS UPON DISSOLUTION

1. On the dissolution of this corporation the Board of Directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, after paying or making provisions for the payment of all liabilities of this corporation.
2. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principle office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, education, religious or scientific purposes.
3. No person, firm or corporation shall ever receive any dividend or share in the income from the undertaking of this not-for-profit corporation and upon dissolution of this corporation all assets remaining after payment of the costs and expenses of such dissolution shall be distributed such that the distribution shall be in a manner which qualifies for exemption under Section 501 (c)(3) and 170(c) of the Internal Revenue Code of the United States of America, for a public purpose, and none of the assets shall be distributed to any member, officer or director of this corporation.

ARTICLE XIV. INDEMNIFICATION

In consideration of service to it, the corporation agrees to defend, indemnify and hold harmless any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact such person is or was a member of the Board of Directors or an officer of the corporation, or serves or served any other corporation,

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TALLAHASSEE, FLORIDA

entity or organization in any capacity at the request of the Board of Directors while a ~~Board~~ ^{DIRECTOR} member or officer of the corporation, from and against any liability or loss that such person may sustain as a result of claims, demands, costs, judgments, fines or amounts paid in settlement upon approval of the Board of Directors, including reasonable attorneys' fees and costs of investigation, whether suit be filed or not and including appeal, arising or resulting from such person's service or tenure as a Board member or officer of the corporation. Such duty to defend, hold harmless and indemnify shall be enforced to the fullest extent permitted by the laws of the State of Florida, expressly covering, by way of example and not limitation, negligence of the indemnitee, negligent or unintentional violation by the indemnitee of any antitrust, civil rights, or other law of the State of Florida or the United States of America, and excluding only indemnification against loss or liability arising from intentional wrongdoing.

Every indemnitee referred to herein shall give written notice to the Board of Directors of any act or occurrence requiring the corporation to perform any obligation under this indemnification provision and agreement when any indemnitee is made or threatened to be made a party to any action or proceeding, whether civil or criminal, as indemnified against herein, promptly after the threats of such actions or proceedings shall have come to the indemnitee's knowledge, said notice to be furnished to the Board of Directors in writing, by registered mail, addressed to President of the corporation at the corporate address. The indemnitee agrees to fully cooperate with the corporation in its discharge of its obligations hereunder and to furnish to the corporation all information requested in discharging the corporation's obligations herein stated. In case a claim should be brought or an action filed with respect to the subject of indemnity herein, or a threat thereof, the indemnitee agrees that corporation may employ attorneys of its own selection to appear and defend the claim or action on behalf of the indemnitee at the expense of the corporation as herein required, and the corporation, at its option, shall have the sole authority for the direction of the defense, and shall be the sole judge of the acceptability of any compromise or settlement of any claims or actions against the indemnitee, or threats thereof.

IN WITNESS WHEREOF, the Incorporator and the Officers of the Board of Directors, by their signatures below, do hereby adopt and authorize the filing of these Articles of Incorporation, This 31st day of August, 2011, for the purpose of establishing this not-for-profit corporation, under the laws of the State of Florida.

Robert Agner, President and Incorporator
Rev. Robert Agner

Shellie A. Duran, Secretary
Shellie Duran

Janice Agner, Treasurer
Janice Agner

STATE OF FLORIDA
COUNTY OF Madison

BEFORE ME this day 31st of August, 2011, personally appeared

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NOTARY PUBLIC
TALLAHASSEE, FLORIDA

Robert Agner, the President and Incorporator, who acknowledged before me that he executed and subscribed these Articles of Incorporation.

Personally Known ☒ OR Produced Identification _____

Type of Identification Produced: _____

Phyllis N. Lawson

Signature of Notary Public

Phyllis N. Lawson

Print, Type or Stamp Commissioned Name of Notary Public



PHYLLIS N. LAWSON

Notary Public, State of Florida

My Comm. Expires March 16, 2013

Commission No. DD 868610

STATE OF FLORIDA

COUNTY OF Madison

BEFORE ME this day 31st of August, 2011, personally appeared

Mellie A. Duran, the Secretary, who acknowledged before me that he executed and subscribed these Articles of Incorporation.

Personally Known ☒ OR Produced Identification _____

Type of Identification Produced: _____

Phyllis N. Lawson

Signature of Notary Public

Phyllis N. Lawson

Print, Type or Stamp Commissioned Name of Notary Public



PHYLLIS N. LAWSON

Notary Public, State of Florida

My Comm. Expires March 16, 2013

Commission No. DD 868610

PHYLLIS N. LAWSON

Notary Public, State of Florida

My Comm. Expires March 16, 2013

Commission No. DD 868610

STATE OF FLORIDA

COUNTY OF Madison

BEFORE ME this day 31st of August, 2011, personally appeared

Janice Agner, the Treasurer, who acknowledged before me that he executed and subscribed these Articles of Incorporation.

Personally Known ☒ OR Produced Identification _____

Type of Identification Produced: _____

Phyllis N. Lawson

Signature of Notary Public

Phyllis N. Lawson

Print, Type or Stamp Commissioned Name of Notary Public



PHYLLIS N. LAWSON

Notary Public, State of Florida

My Comm. Expires March 16, 2013

Commission No. DD 868610

ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF Madison

I, Robert Agner, have agreed to act as Registered Agent for Barbara Memorial Grace Church, Inc., and realize that I am being designated as such in the records of the said corporation as well as with the Office of the Florida Department of State. The registered office for myself as Registered Agent shall be as follows:

Rev. Robert Agner
155 North East Nazarene Church Way

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CLAISSLE, FLORIDA

Madison, FL 32340

I am familiar with and accept the duties and responsibilities as Registered Agent for Barbara Memorial Grace Church, Inc. until such time as a new Registered Agent may be designated as provided by Florida law.

Dated this 31st day of August, 2011.

Robert Agner

Registered Agent

STATE OF FLORIDA

COUNTY OF Madison

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared, Robert Agner, personally known to me [or who has produced as identification] to be the person who is nominated to act as the Resident Agent and who acknowledged before me that he agreed to undertake said duty.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Madison County, State of Florida this 31st day of August, 2011.

Phyllis N. Lawson

Signature

Phyllis N. Lawson

Printed Name

Notary Public

Title (Notary, etc.)

DD 868610

Serial Number



PHYLLIS N. LAWSON
Notary Public, State of Florida
My Comm. Expires March 16, 2013
Commission No. DD 868610

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TALLAHASSEE, FLORIDA