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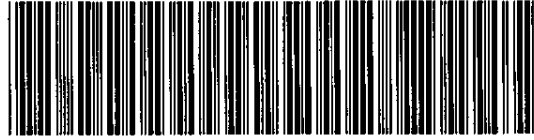
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
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11 OCT -6 AM 11:09

PS 10/6/11

COVER LETTER

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

SUBJECT: New Instruments of Praise Christian Fellowship, 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: Ernestine W. Pemberton
Name (Printed or typed)

9124 Hawkeye Dr.
Address

Jacksonville, FL 32221
City, State & Zip

904-521-1127
Daytime Telephone number

ernestinepemberton@yahoo.com
E-mail address: (to be used for future annual report notification)

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

11 OCT -6 AM 11:09

**ARTICLES OF INCORPORATION
OF
NEW INSTRUMENTS OF PRAISE CHRISTIAN FELLOWSHIP, INC.**

I, the undersigned subscribe to these articles of incorporation, being a natural person competent to contract, hereby associate myself for the purpose of constituting a Church, to operate in accordance with the laws of God and in a non-profit form pursuant to the applicable provision of the statutes in Compliance with the Chapter 617, F.S., of the State of Florida relative to corporations not for profit; and I hereby covenant and agree as follows:

ARTICLE I. NAME

The name of this not for profit church corporation shall be

NEW INSTRUMENTS OF PRAISE CHRISTIAN FELLOWSHIP, INC.

This church may, for convenience, be referred to as NEW INSTRUMENTS OF PRAISE (NIOP)

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be

Principal street Address	Mailing address is
8004 Herlong Road	P.O. Box 37573
Jacksonville, Florida 32210,	Jacksonville Florida 32236,

or at such other location as may from time to time be designated by the Governing Body, known as the Council of Elders.

ARTICLE III. PURPOSES

The objectives and purposes for which this church is constituted and this corporation is organized are:

Section 1. To disseminate the Gospel of Jesus Christ and the Word of God, to the end that the people of God may be conformed to the image of Jesus Christ.

Section 2. To bring both families of believers and individual believers in the Lord Jesus Christ together in personal fellowship, both in the home and in cell groups.

Section 3. To regularly assemble together the members of this Church for fellowship one with another and to worship God in Spirit and in Truth; and to cooperate in the assembling of the whole body of Christ.

Section 4. To provide basic New Testament discipleship to all members.

Section 5. To involve every member of this Church in its fellowship and activities and in the move of the Holy Spirit.

Section 6. To solve family and marital problems so that the home life of each member is healthy and fruitful by Biblical standards.

Section 7. To baptize in water; to anoint the sick with oil; to marry; to dedicate infants; to celebrate the Lord's Supper; and to bury.

Section 8. To act with charitable concern for, and to help, not only all members of this Church, but also all men in need of any help which this Church can give, regardless of race, social position, or religious affiliation; to develop and carry out programs of social action for the poor and indigent, widowed, orphaned, afflicted, imprisoned, underprivileged, or aged persons, both within and without the Fellowship.

Section 9. To pray for the needs of all men and for local and national leaders and governments.

Section 10. To support and encourage communication and extension of the Christian life and witness by sound and comprehensive preaching and teaching of the Holy Bible and of the Gospel of the Lord Jesus Christ to all men; both within this Fellowship and elsewhere, not only by conventional modes, but also by all means which will accomplish such communication, extension, teaching and preaching, including but not limited to:

- A. Media of communication developed by modern technology; and in aid of such communication, extension, preaching and teaching.
- B. But not for private profit, to sponsor, participate in, conduct or engage in radio broadcasting ministry
- C. Television broadcasting ministry
- D. The printing or reproducing and publication for recordings, books, pamphlets and other materials.
- E. The establishment and operation of a school or schools.
- F. And the holding and conducting of seminars, study groups, work shops and meetings, by either resident or traveling Evangelists, Teachers, or other elders; to receive offerings for such purposes; and to grant aid and pay reasonable compensation for services actually rendered to persons, firms, and corporations for

such purposes.

Section 11. To recognize, support and cooperate with the various ministries established by God to equip believers to fulfill their respective functions as members of the Body of Christ and to bring the whole body of Christ to maturity and completion.

Section 12. To ordain and or license ministers; to assist in the establishment and maintenance of other Churches; and to send forth missionaries for the establishment and up building of their Churches, both domestic and foreign. These Ministers that desire licensing and/or ordination must be approved by the Senior Pastor of the church and must attend and complete our Leadership Training Classes.

ARTICLE IV. MANNER OF ELECTION BY APPOINTMENT

The affairs of this corporation shall be administered by its officers, which shall be a president, a vice-president, and a secretary-treasurer, or a secretary, and a treasurer, and such other assistant or administrative officers as are determined by the Senior Pastor and Council of Elders from time to time. The Senior Pastor and The Council of Elders shall appoint the officers, and the officers shall serve at the pleasure of the Senior Pastor and Council of Elders; provided, however, that any person dealing with the corporation by its president or vice-president with its corporate seal thereto affixed and attested by its secretary.

ARTICLE V. INITIAL DIRECTORS/OFFICERS/ COUNCIL OF ELDERS

The names and addresses of the persons who shall serve as the Senior Pastor and Council of Elders and the initial Officers to the corporation are as follows:

Ernestine W. Pemberton, Senior Pastor/Ruling Elder	President 9124 Hawkeye Drive Jacksonville, Florida 32221
Paul E. Pemberton,	Vice-President 9124 Hawkeye Drive Jacksonville, Florida 32221
Charletta M. Dorsey	Secretary Treasurer 12075 Chester Creek Road Jacksonville, Florida 32218
Paul L. Dorsey	Trustee 12075 Chester Creek Road Jacksonville, Florida 32218

Hattie Martin

Trustee
2011 Tuskegee Road
Jacksonville, Florida 32208

Ruth A. Banks

Trustee
11800 Raindrop Road
Tallahassee, Florida 32219

ARTICLE VI. POWERS

To the end that the foregoing objectives and purposes and any related Religious and charitable purposes may be carried out, performed and accomplished, this church corporation shall have the power to engage only in such activities as shall not constitute business unrelated to its religious, benevolent, charitable, literary and educational purposes. It shall engage only in such activities as are permitted to be carried on by corporations whose income is exempt from taxation to section 501(c)(3), and contributions to which are deductible pursuant to section 170(e)(2), of the Internal Revenue Code of 1954, or corresponding provisions for any future United States Internal Revenue Code. Any provision elsewhere in these Articles of Incorporation to the contrary notwithstanding, this corporation shall not engage in, nor shall any of its assets be used or applied to, activities which constitute carrying on of propaganda, attempting to influence legislation, or participating in or intervening in any political campaign on behalf of any candidate for public office, nor shall any part of its net earnings or assets inure to the benefit of any private member, except for reasonable compensation for services actually rendered. Subject to the foregoing limitations, and subject specifically to the provisions of Section 617.0206 of the Florida Statutes, this church corporation shall have all of the rights and powers set forth in Section 617.0302 of the Florida Statutes. The purpose set forth in Article III hereof shall likewise be construed as powers.

ARTICLE VII. MEMBERSHIP

The membership of this corporation shall consist of the Incorporator to these Articles of Incorporation and all persons who shall meet the following qualifications for membership who shall be admitted, in the following manner:

Section 1. Membership in this Church will be open to all prospective that accept, believe in, and rely on Jesus Christ for his salvation; must believe that the Holy Bible is the Word of God; must

voluntarily subscribe to it's tenets of faith, must commit himself to participate actively in fellowship to this church. They must agree to be governed by the By-Laws and the Council of Elders, governing body of this Church. Any member that functions in any ministerial position, (5-fold Ministry, Deacon, Usher, Praisers or Choir Member, Teacher and workers of Children Ministry, Arts etc.) are required to be faithful in support in both attendance and giving of Tithe and Offering, if they have any source of income, (Mal 3:10; Luke 16:11). Members that do not comply with these guidelines will be removed from their ministerial position but will be allowed to remain a member of the church. Upon compliance to the guidelines, their position may be assumed.

Section 2. The governing body shall determine whether any applicant for membership meets foregoing qualification; and if so, the applicant shall be admitted to membership of this church and complete new disciples class. New converts, are required to complete new disciples class and be active members for at least one year prior to being considered for any five-fold ministerial position. (I Tim. 3:6) at least six months for any other ministerial position.

Section 3. Christian Training is required for any member to operate in any office or in a ministry role.

Section 4. Membership Renewal: Any person who does not attend church for eight consecutive weeks and does not contact or communicate with this leadership or this church in any way will be placed on inactive status. After six months a letter will be sent advising them of the termination of their membership. Membership renewal must be at the approval of the Elders. Membership will have to be renewed when an individual returns. To re-activate membership; if out of fellowship more than a year member must attend new disciples class.

Section 5. Membership Discipline: Any member after reprimands or found to be operating in the works of the flesh or conduct that other person/persons may be harmed will be subject to rebuke and even open rebuke if the situation mandates it. Counseling and support is offered and relinquishment of ministerial position will be determined on an individual situational basis. Upon correction of behavior and resolution with all the necessary individual; restoration to ministerial position will take place.

Section 6. Membership Dismissal: A member may have their membership terminated for the following reasons:

- A. Death
- B. Desire to Affiliate with another ministry or fellowship
- C. Exclusion by action of the Church: Any member that brings an offense to this church and to its good name by reason of immoral or UN-Christian conduct, or by persistent breach of the Covenant vows, he shall be subject to the discipline of this church, and exclusion from it's membership if so deemed necessary by the Senior Pastor. The Senior Pastor has the authority to remove any such member or those in any leadership position.
- D. Removal. When a member moves a considerable distance from the church and does not regularly attend nor contribute to the church's general welfare, neglects to stay in contact with this church or sister churches with a period of three months, will be removed from the church's membership.

ARTICLES VIII. TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IX. COUNCIL OF ELDERS; ELDERS/PASTORS; DEACONS:

Section 1. The Senior Pastor and the Council of Elders shall constitute the appointed officers of this church.

Section 2. All officers shall be active members as set forth in Article VII, and shall be at least twenty one (21) years old.

Section 3. The Council of Elders assists the Senior Pastor in administering of legal affairs of corporation and church.

Section 4. The Senior Pastor is the Overseer of the church and shall direct all the corporation and shall perform duties of the church and the Council of Elders. He/She shall be an ex-officio member of all special meetings, conventions, or revival campaigns. No person shall be invited to speak or preach in the church without his/her approval. In case of resignation or expiration of the Senior Pastor, the Assistant Pastor or next in line of authority shall assume pastorate. The new pastorate shall be placed in position with consultation and coming to full agreement of the Trustees, Board of Elders and if in affiliation the General

Overseer/Apostle/Bishop or Ministerial Mentor/Advisor.

Section 5. Assistant Pastor/s is designated by the Senior Pastor and the Council of Elders to assist the Senior Pastor in carrying out the duties of the church.

Section 6. Associate Pastors. The Senior Pastor acting in consultation with the Council of Elders shall add Associates Pastors as be determined and needed for each one. The Senior Pastor shall be responsible for selecting each associate Pastor and they shall work under his/her authority and be directly responsible to him/her.

Section 7. The Council Of Elders. The Senior Pastor and appointed ruling Elders shall constitute the Council of Elders of New Instruments Of Praise and shall serve as the elders of the church in all of it's ministries and activities. The Council of Elders shall be available to serve as council to the Senior Pastor in all matters pertaining to the church.

The Senior Pastor in consultation with the Council of Elders shall direct the affairs of this Church, both spiritual and secular. They shall be referred to as the Council of Elders and which shall consist of not less than three (3) members who shall be referred to as Ruling Elders. The minimum number of Council of Elders may be increased in accordance with the needs of the Church as determined from time to time by the Council of Elders. The ruling Elders themselves must be members of the Church; they must possess the qualifications of Elders/Ministers as set forth in the relevant teachings of the New Testament and they shall have the duties of Elders as set forth therein. Subject to the provisions of Section 617,0801 Florida Statutes and to any rules or by-laws, which the Council of Elders may adopt, the ruling Elders of this Church shall be authorized to conduct weddings and funerals. Ruling Elders once set in office shall serve so long as they remain members of the Church unless sooner removed as set forth hereinafter.

The Council of Elders shall appoint such Elders, in addition to the Ruling Elders, as may be necessary to properly minister to the membership and carry out the purposes for which this Church is organized. Elders so appointed must possess all of the qualifications of Ruling Elders, as set forth in the first paragraph of this article IX, shall have the duties of Elders/Ministers as set forth in the New Testament; and once appointed shall serve so long as they remain members of this church unless sooner removed as set forth hereinafter according.

The initial Ruling Elders, as set forth in Article V hereof, shall be deemed to have been set in

office as of the time these Articles are approved and filed by the Secretary of State of the State of Florida. Thereafter, in the event of a vacancy on the Council of Elders, whether caused by resignation, removal, death, or expansion of the Council, the Ruling Elders then serving shall suggest to the Senior Pastor of the Church in the name of a member (who may be an Elder) deemed to be qualified to serve. If there be no unresolved objection, the Ruling Elders shall suggest another name, and the process shall continue until the vacancy or vacancies shall have been filled.

The Council of Elders will make effort to act with unanimity; but in any event all actions of the Council of Elders shall be with the concurrence of at least two-thirds (2/3) of the ruling Elders.

The Council of Elders shall be responsible for the maintenance of scriptural discipline within the Church and its membership, as well as for the maintenance of membership standards. In the event the Council of Elders, after due examination, should decide that a member no longer fulfills the requirements for membership, his membership shall be terminated, and he shall be appropriately notified. Similarly, if the Council of Elders, after due examination, should determine that an Elder or ruling Elder no longer fulfills the requirements for Elder, but not necessarily from his membership in the Church, unless he shall also no longer fulfill the requirements for Church membership.

Any decision of the Council of Elders, shall be final and not subject to any appeal to any higher church court or other body.

Section 8. The Deacon Board. In Keeping with the scriptural definition of a deacon and being derived from the Greek word *diaka*, meaning "to run errands", also it is understood that deacons are servants. They are chosen to assist the Senior Pastor in the carrying out of ministry to members of New Instruments of Praise and that they shall serve under his/her direction in those areas of responsibility which are defined in the by laws as well as in other areas of ministry which may be defined and assigned to them by the Council of Elders. It is understood that deacons are not chosen to represent the people, and it is further understood that deacons acting individually or collectively do not have authority over the Senior Pastor or the Council of Elders.

Each member of the Deacon Board should reflect a high moral and spiritual standard and should be an example of stewardship by faithfully attending the services of New Instruments Of Praise and consistently supporting its ministry financially as well as promoting a harmonious fellowship among it's members.

Each member of the Deacon Board shall meet qualification as stated in I Timothy 3:8 -13, Titus 1:5 shall not be interpreted to exclude from membership on the Deacon Board men who are now married and have a surviving wife from a previous marriage. No member of the Deacon board shall be a member of secret organization, or member of any group advocating change through violence. The Council of Elders shall select the members of the Deacon Board. The term of office shall be one year. Any member of the Deacon board may be removed by an act of the Council of Elders and Deacon Board. Grounds for such action shall be:

- A. Unscriptural conduct,
- B. Doctrinal departure from the tenets of faith,
- C. Incompetence of office,
- D. Sowing contention, strife, or discord,
- E. For any good and sufficient cause.

Any incumbent under charges shall have opportunity for a fair and impartial hearing of his case before before special committee appointed by pastor. In case of a vacancy on the Deacon Board, if there are more than one month remaining on the term of office for the person having been in that office, the Senior Pastor shall call for a special meeting to elect a replacement to fill the unexpired term.

No Elder or minister will receive any salary from the church other than the Senior Pastor, for office calling. Salary will be paid for day time duties assigned by this ministry to those hired by the Senior Pastor. The Senior Pastor in consultation with the Council of Elders shall have the authority to hire and/or appoint other officers and staff members as needed to carry out the ministry of this church. The Officers shall be subject to the Senior Pastors.

ARTICLE X. MEETINGS

Section 1. Meetings for public worship shall be held on each Lord's Day and during the week as may be established under the direction of the Senior Pastor.

Section 2. There shall be business meetings of the board of directors at this time, and they will be informed on financial matters and other matters that need to be considered. This meeting shall be held in January of each year.

Section 3. Leadership of this church will meet once a month when possible. A majority of the Council of

Elders (leadership) shall constitute a quorum, and no business of the church shall be transacted at any meeting without the presence of the Senior Pastor.

Section 4. Special business meetings of this church may be called by the Senior Pastor when necessary.

Notice will be given to allow all members an opportunity to attend.

Section 5. No certain percentage of the membership shall be required to be present for any regular or special business meeting in order for the meeting to be conducted as announced. The Senior Pastor shall have the authority to postpone any regular or special business meeting if in his/her judgment a sufficient number of members to accurately express the will of the people is not present at the announced time of the meeting.

ARTICLE X. BY-LAWS

The Council of Elders shall provide such by-laws for the conduct of its business and the business of the Church as the Council may deem necessary from time to time. Such by-laws may be amended, altered, or rescinded, by a majority vote of the Elders present at any regular meeting or any special meeting called for that purpose.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended at any special meeting of the Council of Elders called for that purpose, or at any regular meeting of the Council of Elders; provided, however, that notice of the fact that an amendment to the Articles of Incorporation is to be considered shall be given in writing to the ruling Elders at least one week prior to the date of such meeting. Upon adoption by the Council of Elders, and upon filing with the Secretary of State of the State of Florida, the amendment shall become effective as to these Articles of Incorporation shall ever conflict with the purposes and powers of this Church as set forth in Articles III and IV hereof.

ARTICLE XII. DISSOLUTION

This corporation may be dissolved only pursuant to the agreement of two-thirds (2/3) of the full Council of Elders. In the event of such dissolution, the Council of Elders with consultation and approval of General Overseer/Apostle/Bishop/Mentor or Ministerial Advisor if so affiliated, after paying or making

provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an 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), as the Council of Elders shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Duval, County, Florida, if the principal office of the corporation, or by the Circuit Court (or equivalent thereof) 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 the said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent to this Corporation is as follows:

Ernestine W. Pemberton

Registered Agent
9124 Hawkeye Drive
Jacksonville, Florida 32221

ARTICLE XIV. INCORPORATOR

Ernestine W. Pemberton

Incorporator
9124 Hawkeye Drive
Jacksonville, Florida 32221

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 OCT - 6 AM 11:10

.....
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.

Ernestine W. Pemberton
Signature/Registered Agent

10-6-11
Date

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 in s.817.155, F.S.

Ernestine W. Pemberton
Signature/Incorporator

10-6-11
Date