

N 11000010744

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

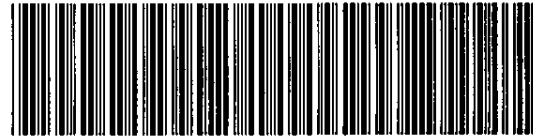
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800214369208

11/17/11--01011--011 \*\*78.75

FILED  
2011 NOV 17 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers NOV 18 2011

## COVER LETTER

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

SUBJECT: The New Birth Baptist Church, Inc. Of Palm Bay  
(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: Dr. Jonas R.Philistin

Name (Printed or typed)

220 Ridgemont Cir, SE

Address

Palm Bay, FL 32909

City, State & Zip

321-508-3995

Daytime Telephone number

jonasp@netzero.net

E-mail address: (to be used for future annual report notification)

FILED  
2011 NOV 17 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

## Articles Of Incorporation

For

The New Birth Baptist Church, Inc. Of Palm Bay

FILED  
2011 NOV 17 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent and authorized to these Articles of Incorporation for The New Birth Baptist Church, Inc. Of Palm Bay, a non-profit Corporation under Chapter 617 Statues.

### Articles 1- Name

The name of this Congregation is The New Birth Baptist Church, Inc. Of Palm Bay, (hereinafter "Corporation").

### Articles 2- Purpose of the Corporation

- (A) This Corporation is organized as a church exclusively for charitable, religious, and educational purposes. Our purpose includes, but is not limited to, the establishing and maintaining of religious worship and any other ministries that the Church may be led of God to establish.
- (B) The Church shall also ordain and license men to the Gospel ministry; evangelize the unsaved by the proclaiming of the Gospel of the Lord Jesus Christ; educate believers in a manner consistent with the requirements of the Holy Scripture; maintain missionary activities in the United States and any foreign country; and engage in any other ministry that the Church may decide, from time to time, to pursue in obedience to the will of God.
- (C) The specific and primary purpose for which this corporation is formed is to provide religious, charitable, educational and spiritual guidance to individuals who desire to be in ministry's work. To preach, teach, and minister the Word of God for the saving of souls. To help the lost person finds their way to the Lord.
- (D) To help the homeless, the down in out, to help the oppressed, and the people who are depressed. To bring mankind into greater understanding of the Word of God. To lead them into a better way of life, by teaching them to fear the Lord and to live a life that is pleasing to God.
- (E) To provide Food Programs, Clothing Bank, Day Care Center, Grade School, School of Ministry, Outreach ministry to the homeless and Youth in Action Program.
- (F) To provide a Family Counseling Center and Radio Broadcasting Station.

### Articles 3 - Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Board of Directors, Officers, or other private Person, 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 set forth in Article second hereof.

No substantial part of the activities of the Corporation shall be 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 or in opposition to any candidate For public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on:

- (a) By a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
- (b) By a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Article 4- Capital Stock

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

#### Article 5 – Qualification of Members and Manner of Their Admission

The categories of membership, qualification for membership and the manner of Admission shall be as set forth in and regulated by the By-Laws of the Corporation.

#### Article 6 – Voting Rights

Members of the Corporation will have voting rights as provided in the By-Laws of the Corporation.

#### Article 7 – Limitation of Corporate Powers

The corporate powers of the corporation are as provided in section 617.0302, Florida Statutes.

#### Article 8 – Term of Existence

The corporation shall have perpetual existence.

#### Article 9 – Manner of Election of Directors

The directors of the Corporation shall be elected by a majority vote of the Members of the Corporation. Except for the President/CEO (Chief Executive Officer), all Officers of the Corporation shall be appointed bi-annually by a majority vote of the Board of Directors/Trustees. The President/CEO perpetually, as further described by the By-Laws.

#### Article 10 – Officers

The officers of the Corporation shall consist of the following positions if possible:

- President/CEO
- Vice President
- Secretary
- Treasurer
- Auditor
- Legal Counsel/ Advisor

#### Article 11 – The Names of the Officers who are to serve until the First Election under the Articles of Incorporation

The names of individuals who are to serve as officers until the first election under the Articles of Incorporation are as follows:

President: Dr. Jonas R. Philistin  
Vice President: Denise G. Philistin  
Secretary: Laforet Pierre  
Treasurer: Laforet Pierre

## Article 12 – Board of Trustees/Directors

This Corporation shall have no less than three Directors/ Trustees or Officers, and the number of Directors /Trustees or Officers may be increased, as provided by the By-Laws, but never decrease to a number less than three directors/Officers. The names and addresses of the persons who are to serve as members of the Board of Directors/Officers until the first Election under the Articles of Incorporation are as follows:

1. Dr. Jonas R. Philistin, 220 Ridgemont Cir SE, Palm Bay, FL 32909 .
2. Denise G. Philistin, 220 Ridgemont Cir SE, Palm Bay, FL 32909
3. Laforet Pierre, 486 Masten St. NW, Palm Bay, FL 32907
4. Laforet Pierre, 486 Masten St. NW, Palm Bay, FL 32907

## Article 13 – Liabilities for Debts

Neither the members nor the members of the Board of Trustees/Directors or Officers of the Corporation shall be liable for the debts of the Corporation.

## Article 14 – Indemnification

The Corporation shall indemnify a Director/Trustee or Officer of the Corporation Who was wholly successful, on the merits or otherwise, in the defense of any? Proceeding to which the director or officer was a party because the Director/Trustee or Officer is or was a Director/Trustee or Officer of the Corporation against reasonable attorney fees and expenses incurred by the Director or Officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a Director, Trustee, Officer, Employee or Agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the Director, Officer, Employee or Agent, as the case may be, is permissible in the circumstances because the Director, Officer, Employee or Agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fee and expenses for Directors, Trustees, Officers, Employees or Agents of the Corporation shall apply when such persons are serving at the Corporation's request while a Director, Officer, Employee or Agent of the Corporation, as the case may be as a Director, Trustee, Officer, Partner, Employee or Agent, of another foreign or Domestic Corporation, partnership, joint venture, trusts, employee benefit plan or other enterprise, whether or not for profit as well as in their official capacity with the Corporation? The Corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a Director, Trustee, Officer, Employee or Agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contains in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is a Director, Trustee, Officer, Employee or Agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable in these Articles of Incorporation to "Director", "Trustee", "Officer", "Employee", and "Agent" shall include the heirs, estates, executors, administrators and personal representative of such person.

## Article 15 – Amendment to the Articles of Incorporation

Except for Article 9 of these Articles of Incorporation, the Corporation may amend any of the other Articles in the Articles of Incorporation in the manner provided by Law. Each amendment shall be approved by the Board of Directors/Trustees, proposed by them to the Members, and approved at a Members Meeting by a majority vote of the Members, unless all the Directors/ Trustees, and All the Members sign a written statement manifesting their intention that certain Amendment of these Articles of Incorporation is made.

#### Article 16- Amendment of By-Laws

This Corporation shall have the right and power to enact By-Laws not repugnant to this Chapter and the further right and power to alter, amend or rescind upon previous notice of intention to alter, amend or rescind the same being given for such length of time as may be prescribed the By-Laws, Rules or Regulations of this Corporation, including the manner or procedure thereof, at any business meeting or at any Special meeting called for that purpose.

#### Article 17 – Principal Office

The address of the principal office of this Corporation is 220 Ridgemont Cir SE, Palm Bay, FL 32909 and the mailing address is: P.O. Box 100005 Palm Bay, FL 32910-0005

#### Article 18- registered office and Registered agent

The initial address of the registered office of this Corporation is located at 220 Ridgemont Cir SE, Palm Bay, FL 32909. The name and address of the registered agent of this Corporation is Claude Norelia, 220 Ridgemont Cir SE, Palm Bay, FL 32909 and the mailing address is: P.O. Box 100005 Palm Bay, FL 32910-0005

#### Article 19 – Incorporator

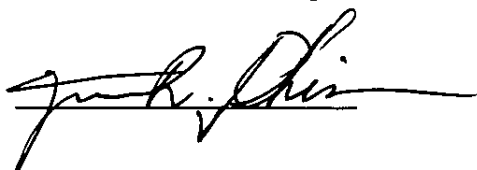
The name and street address of the Incorporator for these Articles of Incorporation of this Corporation is Dr. Jonas R. Philistin, whose address shall be the same as the principle office of the Corporation.

#### Article 20- Dissolution

Upon the dissolution of the Church, the Trustees shall, after paying or making provision for payment of all the liabilities of the Church, dispose of all the assets of the Church. Assets may be distributed only to organization or organizations that agree with the Church's Statement of Faith.

The undersign Incorporator has executed these Articles of Incorporation this 4<sup>th</sup> day of January 2009.

Signature of the Incorporator:



  
Dr. Jonas R. Philistin, Pastor

## **Acceptance of Registered Agent Designated In Articles of Incorporation**

Claude Norelia, having a business office, the same registered office of The New Birth Baptist Church, Inc. Of Palm Bay, the Corporation named above is the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligation of the positions of the Registered Agent under section 617.0501, Florida Statutes.

Claude Norelia  
Claude Norelia

**FILED**  
2011 NOV 17 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA