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FLORIDA PROFIT/NON PROFIT CORPORATION
MIRACLEPLACE, INC.

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H12000240232 3

**ARTICLES OF INCORPORATION
OF
MIRACLEPLACE, INC.
(A Not-For-Profit Corporation)**

I, the undersigned, with other persons being desirous of forming a corporation for non-profit purposes, under the provisions of Ch. 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of this corporation is MiraclePlace, Inc.

ARTICLE II

The Corporation shall have no (0) members.

ARTICLE III

The general nature of the objects and purposes of this corporation shall be:

- (1) To engage in any lawful act or activity for which a corporation may be organized under such law.
- (2) To act as a supporting corporation of Metropolitan Ministries, Inc., a Florida not-for-profit corporation ("Affiliate").
- (3) To hold certain assets of and title to property, collect income from that property, and turn over income from that property on behalf of Affiliate, pursuant to Section 501(c)(2) and Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE IV

The corporation's powers shall be limited as follows:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, 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 above. No substantial part of the activities of the corporation shall be the 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 of 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

H12000240232 3

H12000240232 3

federal income tax under Section 501(c)(2) and Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue law).

ARTICLE V

The Corporation may engage in the following activities only with prior approval of Affiliate:

- (1) Sell, assign, convey, pledge or encumber its interest in Affiliate's real property.
- (2) Amend its Articles of Incorporation or Bylaws.
- (3) Amend in any way its corporate existence, including, but not limited to merger, consolidation, acquisition, or dissolution.
- (4) Borrow money or incur liabilities or any other form of liability in excess of \$50,000.

ARTICLE VI

The corporation is to exist perpetually.

ARTICLE VII

The address of the initial registered office of the corporation shall be 2002 N. Florida Avenue, Tampa, Florida 33602, Attention: President. The name of the initial registered agent of the corporation at such address shall be Metropolitan Ministries, Inc., 2002 N. Florida Avenue, Tampa, FL 33602, Attention: President.

ARTICLE VIII

Section 1. The powers of this Corporation shall be exercised and its affairs conducted by a Board of Directors, the precise number of which shall be set by the bylaws of the Corporation, provided that there shall be a minimum of three (3) directors at all times and no more than fifteen (15) directors. Each director shall hold office for the term for which elected and until a successor is elected and qualified. The initial directors, set forth below, shall serve terms as set forth below:

Section 2. The names and addresses of the initial directors, who shall serve the term set forth below, are as follows:

H12000240232 3

H12000240232 3

<u>Name and Address</u>	<u>Term</u>
Bruce Tigert 2002 N. Florida Avenue, Tampa, FL 33602	3 years
Preston Farnior 2002 N. Florida Avenue, Tampa, FL 33602	3 years
Thomas P. Cornett 2002 N. Florida Avenue, Tampa, FL 33602	3 years
C. Stan Harrell 2002 N. Florida Avenue, Tampa, FL 33602	3 years
Dan Rodriguez 2002 N. Florida Avenue, Tampa, FL 33602	3 years
Robert Shimberg 2002 N. Florida Avenue, Tampa, FL 33602	3 years
John Cammaack 2002 N. Florida Avenue, Tampa, FL 33602	3 years
Deborah Brewer 2002 N. Florida Avenue, Tampa, FL 33602	3 years
C. Norman Stallings, Jr. 2002 N. Florida Avenue, Tampa, FL 33602	3 years
Andy May 2002 N. Florida Avenue, Tampa, FL 33602	3 years

Section 3. The officers of the corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

ARTICLE IX

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes, subject to Affiliate approval, as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by Affiliate approval and a 2/3 majority vote of the entire Board of Directors at any regular meeting or any special meeting called for that purpose.

H12000240232 3

H12000240232 3

ARTICLE X

Section 1. These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, by a 2/3 majority vote of the entire Board of Directors, subject to Affiliate approval.

Section 2. Amendments may also be made at a regular meeting of the directors upon notice given, as provided in the Bylaws, and subject to Affiliate approval, of intention to submit such amendments.

ARTICLE XI

Subject to Affiliate approval, this Corporation shall be capable of acquiring by gift, devise, purchase or otherwise, and to hold title and convey, manage and control property of every kind and character whatever, whether real, personal or mixed, including every kind of claim, demand and rights, and to dispose of the same when deemed expedient and to the best interest of this corporation to incur indebtedness and to provide for securing such indebtedness by mortgage or otherwise; to do and perform any and all acts material to the purpose of this corporation or in any way connected with, growing out of, or deemed expedient to any of the purposes or powers enumerated herein or which may usually belong to a corporation of this character.

ARTICLE XII

The initial street address and mailing address of this corporation shall be at 2002 N. Florida Avenue, Tampa, Florida 33602.

ARTICLE XIII

No part of the net earnings of the corporation will inure to the benefit of any individual director.

No person, firm, or corporation shall be entitled to dividends or profits from the undertaking of this corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to Affiliate and, if Affiliate is no longer a 501(c)(3) exempt organization, to organizations which have qualified for exemptions under Section 501(c)(3) of the Internal Revenue Code, or to the federal government or to the state or local government, for a public purpose, and none of the assets will be distributed to any member, director, officer or trustee of this corporation.

Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation organized exclusively for asset and title holding purposes under Section 501(c)(2) and Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue law.

H12000240232 3

ARTICLE XIV

Section 1. Except as set forth in Ch. 617.0831 of the Florida Statutes, (as it exists on the date of the adoption of this article or may be amended from time to time), no present or future director of the corporation shall be personally liable to the corporation or its affiliate, if any, for monetary damages for any conduct as a director occurring after the date of the adoption of this article. No amendment to or repeal of this section shall adversely affect any right of protection of a director of the corporation with respect to any acts or omissions of such director occurring after the date of the adoption of this article and prior to such amendment or repeal of this section.

Section 2. The corporation shall indemnify any director or officer of the corporation, who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the corporation, to the full extent allowed by Ch. 617.0831 of the Florida Statutes, as presently in effect and as hereafter amended.

Section 3. Any indemnification of a director in accordance with this Article shall be reported to the Board of Directors (and to its affiliates if any to the extent required by applicable law) in a written report describing the proceeding and the nature and extent of such indemnification.


ARTICLE XV

The corporation may voluntarily wind up and dissolve only by unanimous approval of the board of directors and Affiliate. In the event of dissolution, assets of the corporation shall be distributed to Affiliate.

ARTICLE XVI

The Incorporator of these Articles shall be Phil Signore, 2002 N. Florida Avenue, Tampa, Florida 33602.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand, this 15th day of October, 2012, for the purpose of forming this corporation not for profit.



Phil Signore, Incorporator

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**CERTIFICATE AND CONSENT TO APPOINTMENT
OF REGISTERED AGENT**

The undersigned hereby consents to serve as registered agent in the State of Florida for the following corporation: MiraclePlace, Inc. (the "Corporation"). As agent for the Corporation, it will be responsible to accept service of process in the name of the Corporation; to forward all mail and license renewals to the appropriate affiliate of the Corporation; and to immediately notify the Office of the Secretary of State of its resignation or of any change in the address of the registered office of the Corporation for which it is agent.

The address for the Registered Agent is:

Metropolitan Ministries
2002 N. Florida Avenue,
Tampa, FL 33602
Attention: President

DATED October 1, 2012.

Metropolitan Ministries, Inc.,

By: Phil Signore
Phil Signore, Chief Financial Officer