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☐ PICK-UP

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☐ MAIL

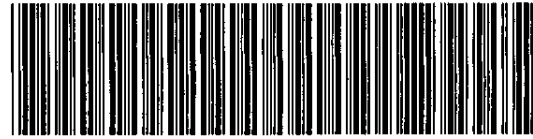
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 APR 12 PM 12:04

PS 4/15/13

COVER LETTER

4-9-13

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

SUBJECT: ONE CHURCH USA, 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: Stephen D. Lentz  
Name (Printed or typed)

2610 Potters Rd #108  
Address

VA Beach, VA 23452  
City, State & Zip

757-965-5402  
Daytime Telephone number

RON\_52@ME.COM  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION** 13 APR 12 PM 12:04  
**OF**  
**One Church USA, Inc.**

The undersigned, acting as an Incorporator of a corporation pursuant to Chapter 617, Florida Statutes (F.S.), does hereby form a not for profit corporation (the "Corporation") under the provisions of the F.S., as amended (the "Act"), and to that end sets forth and adopts the following Articles of Incorporation for such corporation.

**ARTICLE 1.**  
**NAME**

The name of the Corporation is:

**One Church USA, Inc.**

However, the Corporation may use any assumed or fictitious name permitted by law.

**ARTICLE 2.**  
**PRINCIPAL OFFICE**

The principal office of the Corporation is:  
1675 Dixon Road  
Longwood, Florida 32779

**ARTICLE 3.**  
**PURPOSES**

The Corporation is organized as an Inter-Denominational Christian Church, organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (the "Code") and the Regulations issued thereunder (the "Regulations") and (1) to receive, maintain and administer assets in perpetuity for such purposes and (2) to use and apply the whole or any part of the principal and income therefrom for such purposes either directly or by contributions to other organizations that qualify as exempt organizations under the Code.

Subject to the limitations set forth in these Articles, the Corporation shall have power to conduct any and all lawful affairs, not required to be specifically stated in these Articles, for which corporations may be incorporated under the Act.

**ARTICLE 4.  
MANNER OF ELECTION  
BOARD OF DIRECTORS**

(a) All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Corporation's board of directors.

(b) The number of directors, which shall be not less than three (3) nor more than fifteen (15), shall be fixed by the Bylaws of the Corporation.

(c) The directors shall be elected by a majority vote of those present at the regular annual meeting of the board of directors and may be elected at any special meeting of the board of directors called for the purpose of electing directors. Each director shall hold office for the term of one (1) year or until his or her successor is duly elected and qualified, unless earlier removed.

**ARTICLE 5.  
DURATION**

The period of the Corporation's duration shall commence upon the issuance of a Certificate of Incorporation by the State Division of Corporations.

**ARTICLE 6.  
REGISTERED OFFICE AND AGENT**

9.1. Registered Office. The post office address of the initial registered office of the Corporation is 1675 Dixon Road, Longwood, Florida 32779. The name of the city in which the initial registered office is located is Longwood.

9.2. Registered Agent. The name of the registered agent of the Corporation is Ronald P. Johnson, who is a resident of the State of Florida, and whose business office is the same as the registered office of the Corporation.

**ARTICLE 7.  
INCORPORATOR**

The name and address of the Incorporator is:

Stephen D. Lentz, Esq.  
LentzLawGroup, PLC  
2610 Potters Road, Suite 108  
Virginia Beach, Va. 23452

**ARTICLE 8.**  
**LIABILITY AND INDEMNIFICATION**

(a) The Corporation shall indemnify all officers and directors of the Corporation (as defined by the Act) under all circumstances, and to the greatest extent, under which such indemnification would be permitted under applicable Florida law, as in effect from time to time.

(b) Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors, administrators, and guardians.

**ARTICLE 9.**  
**MEMBERS**

The Corporation shall have no members.

**ARTICLE 10**  
**TAX-EXEMPT OPERATIONS**

The Corporation shall have and exercise all powers and authorities now or hereafter conferred upon not for profit corporations under the laws of Florida. However, no part of its net earnings shall inure to the benefit of any incorporator, trustee, director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of the Corporation's purposes. No incorporator, trustee, director, officer or private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution.

No part of the activities or net earnings of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as and to the extent permitted by the provisions of the Code and Regulations, for organizations exempt from federal income taxes pursuant to §501 (c)(3) of the Code and Regulations), 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation that (a) is exempt from federal income tax under §501(a) or 501(c)(3) of the Code or (b) receives contributions that are deductible under §§ 170(c)(2), 2055(a)(2) or (3), and 2522(a)(2) or (3) of the Code.

If the Corporation becomes a private corporation under §509(a) of the Code, then, during the period in which it constitutes a private corporation, the Corporation shall: (i) distribute its income to the extent and in the manner necessary to avoid taxation of the Corporation under §4942 of the Code; (ii) not engage in "self-dealing" as defined in §4941(d) of the Code; (iii) not retain any "excess business holdings" as defined in §4943(c) of the Code; (iv) not invest in a

manner which subjects the Corporation to tax under §4944 of the Code; and (v) not make any "taxable expenditures" as defined in the §4945(d) of the Code.

## **ARTICLE 11 DISSOLUTION TAX-EXEMPT OPERATIONS**

The Corporation shall have and exercise all powers and authorities now or hereafter conferred upon not for profit corporations under the laws of Florida. However, no part of its net earnings shall inure to the benefit of any incorporator, trustee, director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of the Corporation's purposes. No incorporator, trustee, director, officer or private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution.

No part of the activities or net earnings of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as and to the extent permitted by the provisions of the Code and Regulations, for organizations exempt from federal income taxes pursuant to §501 (c)(3) of the Code and Regulations), 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 provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation that (a) is exempt from federal income tax under §501(a) or 501(c)(3) of the Code or (b) receives contributions that are deductible under §§ 170(c)(2), 2055(a)(2) or (3), and 2522(a)(2) or (3) of the Code.

If the Corporation becomes a private corporation under §509(a) of the Code, then, during the period in which it constitutes a private corporation, the Corporation shall: (i) distribute its income to the extent and in the manner necessary to avoid taxation of the Corporation under §4942 of the Code; (ii) not engage in "self-dealing" as defined in §4941(d) of the Code; (iii) not retain any "excess business holdings" as defined in §4943(c) of the Code; (iv) not invest in a manner which subjects the Corporation to tax under §4944 of the Code; and (v) not make any "taxable expenditures" as defined in the §4945(d) of the Code.

Upon the dissolution of the Corporation, its board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, if any, (1) exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine, or (2) to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as then described in Section 170(b)(1)(A) of the Code, excluding clauses (vii) and (viii), as shall at the time qualify as an exempt organization or organizations under the provisions of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the circuit court of the city or county in which the registered office of the Corporation is then located, exclusively for such purposes or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

*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

April 4, 2013  
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 for in s817.155, F.S.*

  
Required Signature of Incorporator

April 4, 2013  
Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 APR 12 PM 12:04