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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
ST. PAUL A.M.E. CHURCH, WINTER GARDEN, INC.**

In compliance with Chapter 617.F.S. (Not for Profit), the undersigned majority of whom are citizens of the United States, do hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

ARTICLE 1

Name

The name of the Corporation shall be: **St. Paul A.M.E. Church, Winter Garden, Inc.**

ARTICLE 2

Address of Principal Office

The principal office of said corporation shall be located at:

**330 Center Street
Winter Garden, Florida 34787**

ARTICLE 3

Effective Date

The effective date of incorporation shall be: upon filing by the Secretary of State.

ARTICLE 4

Purpose

Section A: Primary Purpose

The primary purpose for which this corporation is formed is to; cultivate, promote, promulgate, and extend the teachings, precepts, practices and discipline of a Christian organization according to said principles, creed, precepts, practices, and discipline of said denomination.

This requirement shall not be deemed to prelude a statement of general purpose of power or to restrict the right of the Corporation to engage in other lawful activity.

To purchase, receive, take, acquire, hold, sale, convey or otherwise dispose of property, whether it be real, personal or mixed; to receive property by will, and to otherwise require and hold all property, real or personal, including shares of stocks, bonds, and securities of other Corporations, to wit:

Said property is to be held in trust for the use and benefit of the members of the St. Paul A.M.E. Church, Winter Garden, Inc..

- ❖ To act as Trustees under any condition incidental to the principal subject of the Corporation, and to receive, hold, administer, and extend funds of property subject to such Trust;
- ❖ To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal;
- ❖ To borrow money, contract debts and issue bonds, notes debentures, and secure saying;
- ❖ to contract and be contracted with;
- ❖ To do all acts necessary or expedient for the administration of the affairs and attainment of the purpose of the Corporation;
- ❖ That the Corporation is organized pursuant to the general non-profit Corporation Law;
- ❖ That the Corporation is a Corporation that does not contemplate pecuniary gain or profit to the members thereof.

Section B - Further Purpose:

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 5

Term of Existence

The corporation is not for profit and a Religious Corporation. The term of existence of the Corporation is as follows:

The Corporation shall have a perpetual existence, unless it becomes in conflict with the laws of the African Methodist Episcopal Church as found in the current edition of "The Doctrine and Discipline of the African Methodist Episcopal Church" and is dissolved in the manner provided by law. In the event of dissolution of the Corporation and after the payment of all debts, and monies or assets remaining, shall not inure to benefit any individual, but shall be held in trust by the Central Annual Conference of the African Methodist Episcopal Church, Inc.

ARTICLE 6

Qualifying Members

Anyone shall call upon as a member of this Corporation and will be admitted and he or she is accepted by membership guidelines set forth regulating membership found in the current edition of The African Methodist Episcopal Doctrine and Discipline.

ARTICLE 7
Manner of Election

The manner in which the Board of Trustees and the Directors shall be appointed, is as follows:

The Board of Trustees and Directors shall be appointed in accordance with the current edition of "The Doctrine and Discipline of the African Methodist Episcopal Church".

ARTICLE 8
By-Laws

The By-laws that will govern the Corporation is an all:

The By-laws that will cover in this Corporation are the lawns in accordance with the end, "The Doctoring and Discipline of the African Methodist Episcopal Church and such amendments to said book as or revised and complied by the General Conference of the African Methodist Episcopal Church, Inc. periodically and thereafter.

ARTICLE 9
Initial Officers / Directors

The names and addresses of the initial members of the Board of Directors are as follows:

Director:	Frankie L. Massey	1417 Basin Street Winter Garden, Florida 34787
Director:	Brenda G. Thompson	2480 Anacostia Avenue Ocoee, Florida 34761
Director	Joann Hemingway	4851 Willow Run West Orlando, Florida 32808
Director:	Donald Rodgers	559 Hernandos Place Clermont, Florida 34715

ARTICLE 10
Indemnification

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable Florida statute.

The ARTICLE 11
Registered Agent

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The name and address of the initial Registered Agent is 43 APR 29 AM 11:17

Bishop Adam Jefferson Richardson, Jr.
101 East Union Street, Suite 301
Jacksonville, Florida 32202


ARTICLE 12
Incorporator

The names and addresses of the Incorporators are:

Henry L. Postell, II - Presiding Elder
6423 Jackwood Court
Orlando, Florida 32818

Frankie L. Massey - Pastor
1417 Basin Street
Winter Garden, Florida 34787

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 agreed to act in this capacity.

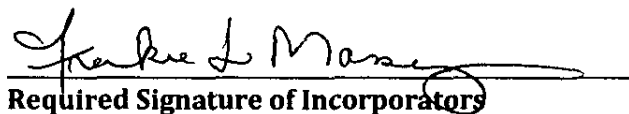

Required Signature of Registered Agent

4/25/2013
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 s.817.155, F.S


Required Signature of Incorporators

4/25/2013
Date


Required Signature of Incorporators

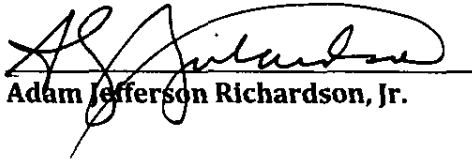
4/25/2013
Date

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is:
St. Paul A.M.E. Church, Winter Garden, Inc.
2. The name and address of the registered agent and office is:
**Adam Jefferson Richardson, Jr. - Bishop
101 East Union Street, Suite 301
Jacksonville, Florida 32202**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligation of my position as registered agent.


Adam Jefferson Richardson, Jr.

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