

7/11/13

June 10, 2013

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: *City of David, Incorporated*

Enclosed is an original and one(1) copy of the Article of Incorporation, and a money order/check in the amount of \$78.75.

From: Anthony D. Smiley

7700 Lancelot Drive

Pensacola, Florida 32514

(850) 607-7514

A handwritten signature in cursive script, appearing to read "Anthony D. Smiley".

Incorporator

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ARTICLE OF INCORPORATION

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ARTICLE I: NAME

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CITY OF DAVID, INCORPORATED

ARTICLE II: Purpose of Corporation

The corporation is organized exclusively for charitable, religious, and educational purposes, including for such purposes, the making of distribution to organizations under § 501© (3) of the Internal Revenue Code, or corresponding § of any future tax code.

ARTICLE III: PROHIBITIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or private person , except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purpose set forth in Article II hereof. No substantial part of the activities of the *City Of David, Incorporated* shall carry on the propaganda, or otherwise attempt 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 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 § 501 (c) (3) of the Internal Revenue Code, or the corresponding § of any future federal tax code, or (B) by a corporation, or contribution to which are deductible under § 1 70(c)(2) of the Internal Revenue Code, or the corresponding § of any future federal tax code.

ARTICLE IV: DIRECTORS

The Directors shall be elected by a majority vote of the Members of the Corporation.

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI: CAPITAL STOCK

This corporation shall have no capital stock and shall be composed of members rather than stockholders.

ARTICLE VII: QUALIFICATION OF MEMBERSHIP

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

ARTICLE VIII: VOTING RIGHTS

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

ARTICLE IX: LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for debts of the Corporation.

ARTICLE X: REGISTERED OFFICE AND AGENT

The name and address of the registered agent of this corporation is **Sybil E. Smiley**. 7700 Lancelot Drive, Pensacola, Florida 32514.

ARTICLE XI: PRINCIPLE OFFICE

The address of the principal office and the mailing address of the corporation is 7700 Lancelot Drive, Pensacola, Florida 32514.

ARTICLE XII: INCORPORATOR

The name and address of the incorporator of this corporation is **Pastor Anthony D. Smiley**. 7700 Lancelot Drive, Pensacola, Florida 32514.

ARTICLE XIII: AMENDMENT

These Article of Corporation may be amended in the manner provide by law. Every amendment shall be approved by the Board of Directors, proposed by them to the voting members, and approved at a members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of the Article of Incorporation be made.

ARTICLE XIV: INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, the defense of any proceeding to which the director or officer was a party because the director or officer is or was director of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, 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 had met the standard of conduct set forth by the board of directors, officer, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual status as director, 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 contained 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 or was director, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to 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 and the provisions remaining shall not be otherwise affected. All reference in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estate, administrators, executors, and personal representatives of such person.

ARTICLE XV: COVENANT NOT TO SUE

The Corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the Corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damage, cost, loss of services, or compensation for or on account of any damage, loss or injury to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past, present, or future, arising out of a director or officer of the Corporation's service to the Corporation.

ARTICLE XVI: DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of § 501 © (3) of the Internal Revenue Code, or the corresponding § of any future federal tax code, or shall be distributed to the federal government, or so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal officer of the corporation is the located, exclusively

for such organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

Having been named as registered agent to accept service of process of the above stated corporation at the place designated in this certificate, I am familiar with and accept appointment as registered agent and agree to act in this capacity.

Sevil E. Smiley
Signature of Registered Agent

6-10-2013
Date

I submit this document and affirm that the facts 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 § 817.155 F. S.

Anthony D. Smiley
Signature of Incorporator

6-10-2013
Date

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