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DIVISION OF GERPERAHUM

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# Mark Rainey

Department of State Division of Corporations P. 0. Box 6327 Tallahassee, FL 32314

**SUBJECT: Infinity Point Ministries, Inc.** 

(PROPOSED CORPORATE NAME -MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

D\$70.00 Filing Fee ##\$78.75 Filing Fee & Certificate of Status

0\$78.75

Filing Fee & Certified Copy

D \$87.50

Filing Fee, Certified Copy

&Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark Rainey

Name (Printed or typed)

967 Tamarind Cir.

Address

Rocklegde, Florida 32955-4157

City, State & Zip

321-961-4662

Daytime Telephone number

mark@rcghealth.com

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

NOTE: Original and two copies of the Articles is enclosed.

### **CHARTER**

#### **OF**

# INFINITY POINT MINISTRIES, Inc.

# In compliance of Chapter 617, F.S., (Not for Profit)

The undersigned, acting as the incorporator under the Florida Not for Corporation Act, adopts the following Charter for such corporation:

- 1. The name of the corporation is INFINITY POINT MINISTRIES, Inc.
- 2. The corporation is a public benefit corporation.
- 3. The street address and zip code of the corporation's initial registered office is 967 TAMARIND CIR. ROCKLEDGE, FLORIDA 32955-4157.
- 4. The corporation's initial registered office is located in Brevard County, Florida.
- 5. The name and address of the corporation's initial registered agent at that office is Mark Rainey, 967 TAMARIND CIR. ROCKLEDGE, FLORIDA 32955-415
- 6. The name, address, and zip code of the incorporator is Mark Rainey, TAMARIND CIR. ROCKLEDGE, FLORIDA 32955-4157.
- 7. The street address and zip code of the principal office of the corporation is 967 TAMARIND CIR. ROCKLEDGE, FLORIDA 32955-4157.
- 8. The name and address of the initial officers and/or directors are Steven Mark Rainey 967 Tamarind Circle, Rockledge, Florida 32955 and William Michael Smitham 30 Tecoma Circle Littleton, Colorado, 80127and Todd Lewis Hill, 3214

Hawthorne Ave. Rockledge, Florida 32955.

- 9. The corporation is a not for profit corporation.
- 10. The corporation may have officers or members as provided for under the corporate bylaws.
- 11. Upon the dissolution of the corporation the net assets of the corporation 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 United States of America or to the State of Florida 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.
- 10. The corporation is organized exclusively for charitable, religious; educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 13. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, 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 in paragraph eleven hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of this charter, 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.

14. A director of the corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except for liability (I) for any breach of the director's duty of loyalty to the corporation of members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, and (iii) under the Florida Not for Profit Corporation Statutes. If the Florida Not for Profit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not for Profit Corporation

Statutes, as so amended. Any repeal or modification of the foregoing by the members shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. Until the foregoing provisions become effective, the liability of the directors shall be limited to the full extent permitted by law.

15. The Corporation shall indemnify, and upon request shall advance expenses to, in the manner and to the full extent permitted by law, any officer or director (or the estate of any such person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or complete action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director or officer of the Corporation, or is oxwas serving at the request of the Corporation as a director, officer, partner, trustee or employee of another corporation, partnership, joint venture, trust, or other enterprise (an "indemnitee"). The Corporation may, to the full extent permitte by law, purchase and maintain insurance on behalf of any such person against any liability which may be asserted against him or her. To the full extent permitted by law, the indemnification and advances provided for herein shall include expenses (including attorney's fees), judgments, fines and amounts paid in settlement. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses to the full extent permitted by law, nor shall it be deemed exclusive of any other rights to which any

person seeking indemnification from the Corporation may be entitled under any agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office; provided, however, that the Corporation shall not indemnify any such indemnitee (1) in any proceeding by the Corporation against such indemnitee; (2) in the event the board of directors determines that indemnification is not available under the circumstances because the officer or director has not met the standard of conduct set forth in the Florida Not for Profit Corporation Statutes; or (3) if a judgment or other final adjudication adverse to the indemnitee establishes his liability (1) for any breach of the duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) under the Florida Not for Profit Corporation Statutes.

Dated this \_\_\_\_\_,25 day of \_\_\_\_\_\_\_,2013.

Having been named as registered agent to accept service of process for the above statest 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.

Mark Rainey, Registered Agent

July 25, 2013

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 \$.817.155, F.S.

Mark Rainey, Incorporator

Jel 25, 2013
Date