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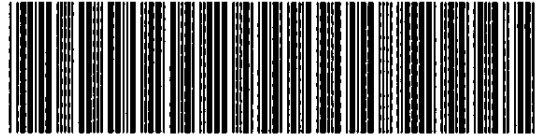
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## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

LAKE WIMAUMA CONVENTION &

RETREAT CENTER - CHURCH OF GOD,

INC.

Signature \_\_\_\_\_

Requested by: Seth

10/17/13

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

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\_\_\_\_ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

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**ARTICLES OF INCORPORATION  
OF  
LAKE WIMAUMA CONVENTION & RETREAT CENTER - CHURCH OF GOD, INC.  
A Florida Not-for-Profit Corporation**

**ARTICLE I**

**Name and Location of Principal Office**

The name of the Corporation is Lake Wimauma Convention & Retreat Center - Church of God, Inc., a Florida not-for-profit corporation. Its principal office is located at 5408 State Road 674, Wimauma, Florida 33598.

**ARTICLE II**

**Term**

The Corporation shall exist perpetually until dissolved by due process of law.

**ARTICLE III**

**General Purposes**

The General Purposes for which said Corporation is organized are exclusively for religious, charitable, literary, 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.

**ARTICLE IV**

**Specific Purposes**

The specific purposes for which the Corporation is organized are providing a spirituality retreat and convention center as well as a youth camp for the Florida Congregation of the Church of God and conducting the affairs of the Congregation according to the rules and regulations of the Church of God, Cleveland, Tennessee, and specifically the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee; promoting the cause of Christianity in accord with the teaching, tenets, and customs of the Church of God, Cleveland, Tennessee; receiving, managing, and disbursing gifts, bequests, and other funds for the benefit of the Congregation and the Church of God; acquiring, owning and maintaining suitable buildings and facilities necessary for such purposes and the sale of such when necessary, all in accord with the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee.

**ARTICLE V**

**Corporate Powers**

The Corporation shall have all the powers conferred by the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, which are necessary, incidental, or convenient to the purposes of the Corporation as herein stated.

**ARTICLE VI**  
**Dedication of Assets**  
**Dissolution and Distribution of Assets**

**Section 1:** The assets of the Corporation are irrevocably dedicated to the purposes set forth herein.

**Section 2:** In the event of dissolution of this Corporation, or in the event this Corporation shall cease to exist, or depart from the polity of the Church of God, Cleveland, Tennessee, as expressed in the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee, and otherwise the assets of the Corporation shall revert to the State Board of Trustees for the Church of God in the State of Florida, their successors and assigns, and if the State Board of Trustees shall cease to exist, then to the Church of God, a Tennessee non-profit corporation, and if the Church of God shall cease to exist, then to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code. Further, that the proceeds/assets from the disposition must go directly into real property purchases or improvements.

**ARTICLE VII**  
**Sole Member**

The Sole Member of the Corporation shall consist of the State Overseer (Administrative Bishop) for the Church of God in Florida and his successors in office, in accordance with the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee, as the same now exists or may be hereafter from time to time amended.

**ARTICLE VIII**  
**Management of Corporate Affairs**

**Section 1:** **Board of Directors.** The powers of the Corporation shall be exercised; its properties controlled; and its affairs conducted by a Board of Directors, who shall at all times be approved by the Sole Member of the Church of God for the State of Florida. Such approval is personal in nature and may be revoked at any time. If approval is revoked, said individual shall immediately cease serving as a Director of the Corporation.

**Section 2:** The Corporation initially has four (4) Directors. The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws, but shall never be less than three (3). The method of selection of Directors is stated in the Bylaws of this Corporation.

**Section 3:** The Directors named herein are the present Board of Directors who shall hold office for a term of one (1) year or until their successor(s) assume office. Annual Meetings shall be held at the Principal Office of the Corporation, 3637 Cragmont Drive, Tampa, FL 33619, or at such other place or places as the Board of Directors may designate from time to time by resolution.

**Section 4:** Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually

or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

**Section 5:** The names and addresses of the initial Board of Directors are as follows:

Keith Ivester, 3736 Cragmont Drive, Tampa, Florida 33619  
Robert Herrin, 3736 Cragmont Drive, Tampa, Florida 33619  
Jerry Jeter, 3736 Cragmont Drive, Tampa, Florida 33619  
Ronnie Reid, 3736 Cragmont Drive, Tampa, Florida 33619

**Section 6:** **Corporate Officers.** The sole member shall appoint the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the Corporation may authorize, from time to time.

#### **ARTICLE IX** **Indemnification**

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

#### **ARTICLE X** **Activities Not Permitted**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, 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 Article III 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 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 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.

#### **ARTICLE XI** **Bylaws**

The Board of Directors of the Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any Regular or Special Meeting called for that purpose, subject to any limitations set forth in the Florida Not-For-Profit Corporation Act concerning corporate action that must be authorized or approved by Members of the Corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee, as they now exist or may hereafter from time to time be amended.

#### **ARTICLE XII** **Amendments to Articles of Incorporation**

An amendment to these Articles of Incorporation may be proposed by the Board of Directors, but such amendment may be adopted only after receiving the approval of the Sole Member of the Corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee, as the same now exists or may be hereafter from time to time be amended.

#### **ARTICLES XIII** **Registered Office and Registered Agent**

The street address of the registered office of this corporation is: 4514 Central Avenue, St. Petersburg, Florida 33711 and the name of the Registered Agent is Joseph A. DiVito of DiVito & Higham, P.A.

#### **ARTICLE XIV** **Incorporator Name and Address**

The name of the incorporator is Keith Ivester, and the address of the incorporator is 3736 Cragmont Drive, Tampa, Florida 33619.

IN WITNESS WHEREOF, the undersigned hereby certifies that the Articles of Incorporation of Lake Wimauma Convention & Retreat Center - Church of God, Inc., a Florida not-for-profit corporation does provide for Members and Director and that Article VIII of the Articles of

Incorporation sets forth the requirements to these Articles. The Articles of Incorporation were adopted on the date written below by the Sole Member.

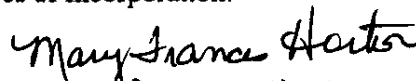
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 8th day of October, 2013, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida.

  
Keith Ivester, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of October, 2013 by Keith Ivester, who is personally known to me, and who acknowledged before me that he executed and subscribed to these Articles of Incorporation.

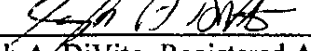


  
Mary Frances Horton  
NOTARY PUBLIC  
My Commission expires: 7.19.17

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent for the above stated Corporation at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with, and accepts the obligations of the undersigned's position as Registered Agent.

Dated this 11 day of October, 2013.

By:   
Joseph A. DiVito, Registered Agent

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