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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W14-210409

ymd 4/1/14

COVER LETTER

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

SUBJECT: ECO Presbytery of Florida, 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: E Lee Worsham
Name (Printed or typed)

525 Okeechobee Blvd. Ste 1100
Address

West Palm Beach, FL 33401
City, State & Zip

(561) 650-8519
Daytime Telephone number

lworsham@shutts.com
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 2, 2014

E. LEE WORSHAM
525 OKEECHOBEE BLVD., STE.1100
WEST PALM BEACH, FL 33401

SUBJECT: ECO PRESBYTERY OF FLORIDA, INC.
Ref. Number: W14000021049

We have received your document for ECO PRESBYTERY OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 114A00007063

ARTICLES OF INCORPORATION
OF
ECO PRESBYTERY OF FLORIDA, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The adult natural person named herein, acting as incorporator, hereby establishes a nonprofit corporation pursuant to the Florida Not for Profit Corporations Act and adopts the following articles of incorporation:

ARTICLE I.

NAME

The name of the corporation is ECO Presbytery of Florida, Inc.

ARTICLE II.

PRINCIPAL OFFICE

Section 2.1 Principal Office. The address of the initial principal office of the corporation is **717 Prosperity Farms Rd. North Palm Beach, Florida 33408.**

ARTICLE III.

PURPOSE

Section 3.1 Purposes. The corporation is organized and shall be operated exclusively for Christian religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the corporation shall include but not be limited to the following:

(a) serving as a presbytery of ECO: A Covenant Order of Evangelical Presbyterians, a church denomination (“ECO”), pursuant to the ECO Constitution, as such Constitution may be amended from time to time.

(b) providing spiritual unity, support, nurture, accountability and guidance for church congregations, individuals, and ministers who subscribe to the common tenets of Reformed Christian theology adopted by the corporation.

(c) convening gatherings of church ministers and lay leaders who subscribe to the common tenets of Reformed Christian theology adopted by the corporation.

(d) undertaking or supporting various religious, charitable, humanitarian, and educational projects, such as evangelism, theological instruction, and providing food, medical and dental care, vocational training, clothing, housing, and spiritual care to help meet the needs of low-income, destitute, disabled, elderly, refugee, or otherwise needy individuals; and

(e) supporting other organizations, projects, and initiatives that are organized and operated for similar purposes.

Section 3.2 Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3 Restrictions On Powers.

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its purposes), and no director or officer of the corporation or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise.

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The corporation shall not participate 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.

(c) Upon dissolution of the corporation, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property, and their respective shares and interests, shall be determined by the board of directors.

(d) Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of

the Internal Revenue Code and if at any time the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

(1) The corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

(2) The corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

(3) The corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

(4) The corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(5) The corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

(e) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE IV

MANNER OF ELECTION

The method of election of directors is stated in the By-Laws of the corporation.

ARTICLE V

INITIAL OFFICERS AND/OR DIRECTORS

President: Rev. Walter B. Arnold III, 11700 Banyan Street, Palm Beach Gardens, Fl. 33410-561-707-8955.

Vice-President: Rev. Randy Bare, 2390 Saratoga Bay Drive, West Palm Beach, Fl. 33409- 561-463-2666.

Secretary: Rev. Michael A. DeArruda, 18620 Stromberry Dr., Land O' Lakes, Fl. 34638 - 727-642-2090

Treasurer: Richard M. Schramm, 356 Golfview Rd, North Palm Beach, Fl. 33408- 561-9272.

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General. The management of the affairs of the corporation shall be vested in a board of directors, otherwise known as the Presbytery Governing Council, except as otherwise provided in the Florida Not for Profit Corporations Act, these articles of incorporation or the bylaws of the corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the bylaws of the corporation. Officers appointed or elected by the board of directors shall be a president, vice president, secretary and treasurer.

Liability of Directors. No director or officer shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director or officer, except that the foregoing shall not eliminate or limit liability of a director or officer to the corporation for monetary damages for the following: (a) any breach of the director's or officers' duty of loyalty to the corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in the Florida Not for Profit

Corporations Act, as it now exists or hereafter may be amended, or (d) any transaction from which the director or officer directly or indirectly derived an improper personal benefit. If the Florida Not for Profit Corporations Act hereafter is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or officer of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Florida Not for Profit Corporations Act. Any repeal or modification of this section shall be prospective only and shall not adversely affect any right or protection of a director or officer of the corporation existing at the time of such repeal or modification.

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TALLAHASSEE, FLORIDA

ARTICLE VI
REGISTERED AGENT

Registered Office and Agent. The street address of the initial registered office of the corporation is **525 Okeechobee Blvd Suite 1100, West Palm Beach, FL. 33401**. The name of the corporation's initial registered agent at the initial registered office is **E. Lee Worsham**.

ARTICLE VII
INCORPORATOR

The name and mailing address of the incorporator who causes this document to be delivered for filing are Richard M. Schramm, 356 Golfview Rd, North Palm Beach, Fl. 33408.

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

E. Lee Worsham
Required signature of Registered Agent

3/27/14
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.

Richard M. Schramm
Required Signature of Incorporator

March 24, 2014
Date