

N14060005028

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

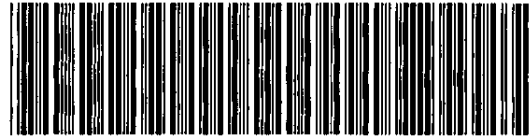
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

B 61400029494

B 8/29/14



600259946296

05/08/14--01024--007 **78.75

14 MAY 28 AM 10:33
SECRETARY OF STATE
DIVISION OF CORPORATIONS

TAYLOR & VAN MATRE, P.A.

ATTORNEYS AT LAW

4300 BAYOU BOULEVARD

MADISON PARK TOWN OFFICES

SUITE 16

JAMES C. TAYLOR
THOMAS G. VAN MATRE, JR.

PENSACOLA, FLORIDA 32503

POST OFFICE BOX 9396
PENSACOLA, FLORIDA 32513-9396
(850) 474-1030
FAX (850) 479-4430
tvm@tvm-law.com

May 6, 2014

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Redeemer Presbyterian Church of Pensacola, Inc.
Our File: CTB-889

Dear Ladies:

Enclosed are the original and one duplicate copy of the Articles of Incorporation for the referenced corporation. Please file the original in your office and return the duplicate copy to the undersigned, duly certified.

Also enclosed is our check in the amount of \$78.75 to cover the filing fee, designation of and acceptance by registered agent fee, and the certified copy fee.

Yours truly,



Elizabeth F. Miller, CP, FRP
Florida Registered Paralegal

Enclosures

cc: Redeemer Presbyterian Church of Pensacola, Inc.

14 MAY 28 AM 10:33

RECEIVED
DIVISION OF CORPORATIONS
MAY 28 2014

**ARTICLES OF INCORPORATION OF
REDEEMER PRESBYTERIAN CHURCH OF PENSACOLA, INC.**

ARTICLE I

Name

The name of the Corporation is Redeemer Presbyterian Church of Pensacola, Inc.

ARTICLE II

Duration

The duration of the Corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which the Corporation is organized are: To organize and establish an independent evangelical Church, in the Reformed, historical Presbyterian tradition, for the purposes of divine worship for the glory of God, and studying of the Scriptures, to promote fellowship of its members, to engage in missionary activities both at home and abroad, to assist in charitable work of any nature deemed beneficial and to the best interest of the Church, and to raise funds for carrying the same into effect in any manner allowed by these Articles of Incorporation and the Bylaws of the Corporation and permitted by the laws of the State of Florida and the Constitution of the United States of America.

14 MAY 28 AM 10:33

RECEIVED
DIVISION OF CORPORATIONS

To promulgate the Gospel of the Lord Jesus Christ, and promote Bible Teaching and Christian missions based upon the historical precepts of the Christian Faith and upon the sacred Scriptures as the infallible and inspired Word of God.

To operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding Section of any future United States Internal Revenue Law), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding Section of any future United States Internal Revenue Law). To do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation. The purposes for which this Corporation is organized shall be limited to those purposes that are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any

candidate for public office. The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and applicable rules and regulations thereunder.

ARTICLE IV

Powers

The government and ultimate authority of the Corporation is vested in its Active Members who as a congregation exercise their rights in all its officers. The government, however, shall be representative in nature. The ongoing work of the Corporation shall be under the control and supervised by the Session, which is responsible for the mission and ministry of the Corporation. The Session consists of the Pastor or Co-Pastors, the Associate Pastors, and Ruling Elders in active service all as set forth in the Bylaws of this Corporation.

The Corporation shall have all powers granted by law upon corporations not for profit under the laws of the State of Florida, which are necessary or convenient to affect any and all purposes for which the Corporation is organized to the extent that such powers are not in conflict with the purposes of the Corporation particular, the Corporation shall have the following powers: to take, receive, hold, encumber, manage, dispose or transfer property, real or personal of any kind, tenements, rents, annuities, franchises, hereditaments, moneys, securities, income, which at any time or times heretofore has been or which at any time and from time to time shall hereafter given, granted, bargained, sold, released, devised, bequeathed, conveyed, transferred, assigned, set over or delivered by any person or persons, corporations,

associations, trustees, foundations or other forms of organizations to the Corporation or to the predecessors of either, or to their use or to the use of any of them, or in trust for them or any of them for the support of any work, activity, purpose, project of interest of the Corporation or its predecessors, in which property of any kind the Corporation have or are intended to have any legal or equitable interest, present or future, vested or contingent; to accept and execute deeds of title to such property, to hold and defend title to such property; to manage any permanent special funds for the furtherance of the purposes of the Corporation, all subject to the authority of the Board of Trustees, provided further that in buying, selling, and mortgaging real property, the Session acting as a Board of Trustees shall act only after the approval of the Active Members. A quorum of the Active Members necessary to be present to transact business shall be set forth in the Bylaws of this Corporation. However, a vote of two-thirds of the Active Members of the Corporation present and voting shall be necessary to: (1) call, hire or terminate a pastor; (2) change or modify Church doctrine or beliefs; (3) buy, sell, mortgage or dispose of real property or to lease main church buildings; except that real property received as a gift or bequest not clearly intended by the donor for use as a worship facility and not utilized by the church for its ministries may be sold or lease by regular action of the Trustees; and (5) change the name of the Corporation. All others matters and details of government are set forth in the Bylaws of the Corporation. No officer or member of the Corporation shall be individually liable for Corporation debts. The congregation shall elect the Ruling Elders in a manner as set forth in the Bylaws of this Corporation.

ARTICLE V

Membership

The requirements for becoming a Member of the Corporation are more specifically set forth in the Bylaws of this Corporation, which shall delineate at least the following classes of members:

(a) Active Members, Affiliate Members and Inactive Members. An Affiliate Member as defined by the Bylaws shall be entitled to all rights and privileges of an Active Member, except for the right to vote on Corporation matters.

(b) All individuals may become members of the Corporation by subscribing to the qualification for membership as delineated in the Bylaws of this Corporation.

(c) To become an Active Member of the Corporation; an individual shall be received into membership of Redeemer Presbyterian Church of Pensacola by action of its Session. Thereafter, each individual of the Corporation in good and regular standing according to the Bylaws of the Corporation is designated an Active Member of this Corporation and entitled to all the privileges and powers of such and entitled to one vote in all meetings of the Corporation.

(d) An individual shall cease to be an Active Member of the Corporation when no longer listed as active on the current membership roll of the Corporation or removed from the membership roll by vote of the Session in accordance with the Bylaws of this Corporation.

ARTICLE VI

Meetings of the Corporation

The Active Members of the Corporation shall hold at least one business meeting each year to consider the terms of call for the Pastors, election of Ruling Elders and any business

determined by the Session for consideration for action by the members. The Bylaws of this Corporation shall specify the date, time, notice requirements and procedures for conducting the annual meeting or such special meetings of the Corporation as may be needed from time to time.

ARTICLE VII

Quorum

A quorum of the Active Members necessary to be present to transact business of the Corporation shall be set forth in the Bylaws of this Corporation.

ARTICLE VIII

Officers and Trustees

A Board of Trustees consisting of not less than three (3) Trustees, each of whom must be a member of the Corporation and a Ruling Elder in active service, shall manage the affairs of the Corporation. The Ruling Elders in active service shall by reason of their office, be Trustees of such Corporation. The Trustees shall exercise their authority pursuant to the law and consistent with these Articles of Incorporation, provided; however, that the powers and duties of such Trustees shall not infringe upon the powers and duties of the Session. The number of Trustees, the election and terms thereof shall be fixed in the Bylaws of this Corporation.

The officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and the Trustees may elect such other officers as required from time to time. Two or more offices may be held by the same person, except that the same person may not be President and Secretary simultaneously. The Board of Trustees in accordance with the Bylaws of the Corporation shall elect the officers.

ARTICLE IX

Nonstock Basis

The Corporation is a not of profit corporation and is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends. No part of its assets, income or profit shall be distributed to its members, Trustees or Officers except as may be permitted by Florida law.

ARTICLE X

Amendments

These Articles of Incorporation may be amended by the act of a two-thirds vote of the Active Members present at a duly-held meeting of the members, provided however, that such meeting shall be called, convened and governed as fixed in the Bylaws of the Corporation. Provided, however, no amendment shall be allowed which would in any way jeopardize the Corporation's tax exemption under Section 501 of the Internal Revenue Code or is inconsistent with the laws of Florida which shall be controlling.

ARTICLE XI

Bylaws

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Trustees, and thereafter may be altered, amended or rescinded by a majority vote of the Board of Trustees in accordance with the Bylaws of the Corporation.

ARTICLE XII

Dissolution

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XIII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 2455 Tronjo Circle, Pensacola, Florida 32503, and the name of the initial registered agent of this Corporation at that address is FRANK ADAMS.

ARTICLE XIV

Initial Corporation's Principal Office And/or Mailing Address

The initial principal office and/or mailing address of this Corporation is 2455 Tronjo Circle, Pensacola, Florida 32503.

ARTICLE XV

Incorporators

The incorporators and their addresses are as follows: Frank Adams, 2455 Tronjo Circle, Pensacola, Florida 32503 and Alice Adams, 2455 Tronjo Circle, Pensacola, Florida 32503

IN WITNESS WHEREOF, the undersigned have made and subscribed of the Articles of
Incorporation at Pensacola, Florida, on the 6TH day of MAY, 2014.


Frank Adams
FRANK ADAMS, Incorporator

Alice Adams
ALICE ADAMS, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 6TH day of MAY, 2014,
by FRANK ADAMS, who is personally known to me or who has produced
PERSONALLY KNOWN as identification.

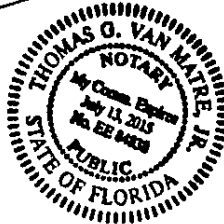
[Signature]
NOTARY PUBLIC



STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 6TH day of MAY,
2014, by ALICE ADAMS, who is personally known to me or who has produced
PERSONALLY KNOWN as identification.

[Signature]
NOTARY PUBLIC



14 MAY 28 AM 10:33
DIVISION OF CORPORATIONS
SECRETARY OF STATE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENTS UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statutes 48.091 and 607.0501 the following is submitted in compliance with said Act: The undersigned Corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: REDEEMER PRESBYTERIAN CHURCH OF PENSACOLA, INC.

2. The name and address of the registered agent and office are:

FRANK ADAMS
2455 Tronjo Circle
Pensacola, Florida 32503

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 agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



FRANK ADAMS, Registered Agent

14 MAY 28 AM 10:33
DIVISION OF CORPORATIONS
STATE OF FLORIDA