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HALL COUNTY, MISSISSIPPI

11/14/14

COVER LETTER

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

SUBJECT: **PMD 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 :

☐ \$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: **Marcus Demond Davidson**
Name (Printed or typed)

935 SW 159th Lane
Address

Pembroke Pines, FL 33027
City, State & Zip

(954) 447-2081
Daytime Telephone number

mddavidson1911@aol.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION

OF

PMD MINISTRIES, INC.

A Florida Not For Profit Corporation

FILED
14 NOV 10 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and acknowledged by the Incorporator(s) for the purpose of forming a Florida Not For Profit Corporation, which is organized pursuant and in compliance to the provisions of the Florida Nonprofit Corporation Act Chapter 617, Florida Statutes (F.S.)

ARTICLE I

NAME

The name of this corporation shall be PMD Ministries, Inc., hereafter referred to as the "Corporation".

ARTICLE II

DURATION

The duration of this corporation is perpetual, beginning with the execution of these Articles of Incorporation and effective as of the date of filing with the Secretary of the State of Florida.

ARTICLE III

BENEFIT

The corporation is a public benefit corporation.

ARTICLE IV

PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 935 SW 159th Lane, Pembroke Pines, Broward County, Florida 33027.

ARTICLE V

Membership

The corporation shall not have any members.

ARTICLE VI

MISSION AND PURPOSE

This corporation is a nonprofit corporation. Said organization 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 (IRC), or corresponding section of any future federal tax code. The corporation shall further function and operate as a Florida Nonprofit Corporation with objectives which include the following:

6.1 **Mission.** To educate, empower, and encourage individuals to grow spiritually, economically, and intellectually to become leaders in society too affect change globally.

6.2 **Purpose.** The purpose of this corporation is to focus on practical principles and perspectives of leadership, mentorship, ownership, and entrepreneurship by providing an opportunity for individuals to engage in leadership training, to improve the quality of instruction by pairing aspiring leaders with corporate/business leaders, and enhance learning by developing a curriculum through the use of motivational speaking and life coaching via seminars, workshops, conferences, outreach events, and speaking engagement settings to advance and develop the growth of leaders in today's society by offering internships, scholarships, and mentorships.

ARTICLE VII

INITIAL DIRECTORS

The Directors names in these articles shall serve as the three (3) initial directors for the ensuing year, or until the first meeting of the Corporation, and any vacancies before then shall be filled in the manner set forth in the Bylaws. The name, title, and address are as follows:

Marcus Demond Davidson
President
935 SW 159th Lane
Pembroke Pines, FL 33027

Toni Demetria Smith
Treasurer
5021 North 53rd Street
Omaha, NE 68104

Sandra Kay James
Secretary
2430 NE 135th Street Unit 107
North Miami, FL 33181

ARTICLE VIII

LIMITATION OF BOARD MEMBER LIABILITY

No Board Member shall have any personal liability to the Corporation or its members for monetary damages for breach of duty of care or other duty as a Board Member, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a Board Member for (a) any appropriation, in violation of his or her duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) liabilities of a Board Member imposed by Chapter 617 of the Florida Nonprofit Corporation Code; or (d) any transaction from which the Board Member derived an improper personal benefit.

ARTICLE IX

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected and appointed is the Incorporator(s) of the corporation shall appoint the initial Board of Directors also known to this corporation as the Executive Board. The Board of Directors or (Executive Board) will then nominate, vote and appoint a Board of Directors (Executive Board) and officers annually or bi-annually in accordance with the Bylaws.

Directors shall be elected and appointed by in the manner set forth in the Bylaws. Any Director may be removed from office with cause, by the affirmative vote of two-thirds (2/3) of the Directors then in office. Any vacancy in the Board of Directors created by death, resignation, incapacity, or removal of a Director or by an increase in the number of directors may be filled in the manner set forth in the Bylaws.

The corporation shall be governed by its Board of Directors comprised of persons who shall serve as such until the initial annual meeting of the Board of Directors. Within one (1) year from the date of incorporation, a number of directors to be provided for in the Bylaws of the Corporation shall be elected by a majority vote of the Initial Board of Directors. Each Director shall serve for a term of one year or until such time as his successor is determined. A Director may be reelected for more than one term.

ARTICLE X

PROHIBITIONS AND REQUIREMENTS

Notwithstanding any other provisions of these Articles to the contrary, should at any time the Corporation become a "private foundation" as defined in Section 509(a) of the Internal Revenue Code ("I.R.C."), it shall not:

- (a) Engage in any act of "self-dealing" as defined in I.R.C. Section 4941(d), which would give rise to any liability for tax imposed by I.R.C. Section 4941(a);
- (b) Retain any "excess business holdings", as defined in I.R.C. 4943(c), which would give rise to any liability for tax imposed by I.R.C. Section 4943(a);
- (c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. Section 4944, so as to give rise to any liability for tax imposed by I.R.C. Section 4944(a);
- (d) Make any "taxable expenditures", as defined in I.R.C. Section 4945(d), which would give rise to any liability for tax imposed by I.R.C. Section 4945(a).

ARTICLE XI

POWERS

Except as expressly limited in these Articles of Incorporation, the powers of the Corporation shall include all powers permitted of a Nonprofit Corporation under the Florida Nonprofit Corporation Code.

In furtherance of the objects above-described, but not in limitation thereof, this corporation shall have the following powers:

1. To pay all expenses incurred during the performance of corporate activities, including all office and other expenses incident to the conduct of the business of the Corporation and including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation.
2. To maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation.
3. To open a checking account, borrow money, mortgage, pledge or deed in trust any or all of its real or personal property as security for money borrowed or debts incurred.
4. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes.
5. To exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Florida by law may now or hereafter have or exercise.

The Corporation shall not have nor exercise any power of rights which conflict with the purposes set forth in Article VI.

ARTICLE XII

DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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.

ARTICLE XIII

NON PROFIT ORGANIZATION

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 described in Section 501(c)(3).

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, this corporation shall not carry on any 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 XIV

BYLAWS

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

ARTICLE XV

AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner now or hereafter prescribed by law subject to any provisions of the Bylaws respecting the amendment of the Articles of Incorporation by the vote of two-thirds (2/3) of the Directors then in office; provided, however, that no such amendment shall be made which would in any way result in the operation of the corporation for the private advantage or pecuniary profit of any director or member thereof or permit the operation of the corporation for any purpose other than charitable, religious, literary, and educational purposes. Every amendment shall be approved by the Board of Directors.

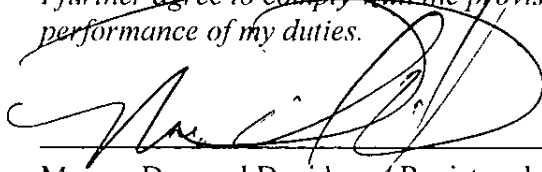
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**ARTICLE XVI
REGISTERED AGENT**

The name of the initial and registered agent and street address is:

Marcus Demond Davidson
935 SW 159th Lane
Pembroke Pines, Florida 33027

Having been named as the registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and I hereby accept the obligations of my position and 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.



Marcus Demond Davidson / Registered Agent

October 23, 2014

Date

**ARTICLE XVII
INCORPORATOR**

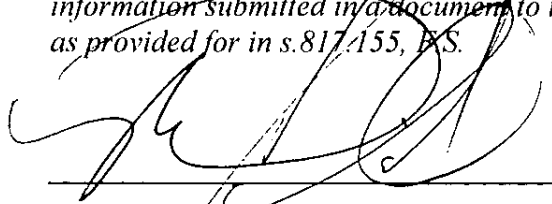
The name and street address of the Incorporators to these Articles of Incorporation is:

Marcus Demond Davidson
935 SW 159th Lane
Pembroke Pines, Florida 33027

Toni Demetria Smith
5021 North 53rd Street
Omaha, Nebraska 68104

WE, THE UNDERSIGNED INCORPORATORS, for the purposes of becoming a corporation not for profit under the provisions of the laws of Florida, do make and affix my signature to acknowledge and file in the office of the Secretary of State of Florida these Articles of Incorporation.


I submit this document and affirm that the facts stated 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.



Marcus Demond Davidson / Incorporator

October 23, 2014

Date



Toni Demetria Smith / Incorporator

October 23, 2014

Date