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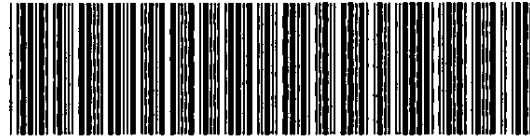
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15 MAR 26 PM 1:11  
STATE OF FLORIDA  
TALLAHASSEE

W15-13458

## COVER LETTER

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

SUBJECT: Grace and Truth Biblical & Theological 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: Dr. Ferdinand G. Gordon, President  
Name (Printed or typed)

1041 SW CANARY Terrace  
Address

Port St. Lucie, FL 34953  
City, State & Zip

772.206.5570  
Daytime Telephone number

ferdiglass@uphoo.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

February 25, 2015

FERDINAND G. GORDON  
1041 SW CANARY TERR  
PORT ST. LUCIE, FL 34953

SUBJECT: GRACE AND TRUTH BIBLICAL & THEOLOGICAL MINISTRIES,  
INC.  
Ref. Number: W15000013458

We have received your document for GRACE AND TRUTH BIBLICAL & THEOLOGICAL MINISTRIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Please return 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.

Jessica A Fason  
Regulatory Specialist II

Letter Number: 315A00003898

RECEIVED  
15 MAR 25 AM 11:11  
SUNBIZ  
FALLS CHURCH, VA

## ARTICLES OF INCORPORATION

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

### ARTICLE I NAME

The name of the corporation shall be: Grace and Truth Biblical & Theological Ministries, Inc.

### ARTICLE II PRINCIPAL OFFICE

Principal street address:

1041 SW Canary Terrace

Port St. Lucie

Florida, 34953

Mailing address, if different is:

N/A

### ARTICLE III PURPOSE

The purpose for which the corporation is organized is: The corporation is organized broadly for charitable, religious and religious-educational purposes. Grace and Truth Biblical & Theological Ministries, Inc. exists primarily to advance its mission to glorify God by discipling and equipping Christian believers to be biblically grounded, spiritually mature, intellectually sound, and culturally relevant for a lifestyle of effective Christian service within the Church community, and the evangelization of the unsaved by integrating faith and learning based on Scriptural truth.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: The Directors shall be elected by a majority vote of the Members of the Corporation as defined by process in the By-laws of the corporation.

### ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Dr. Ferdinand G. Gordon, President

Address: 1041 SW Canary Terrace

Port St. Lucie

Florida, 34953

Name and Title: Pastor Andria Dixon, Director

Address: 1602 SW Merchant Land

Port St. Lucie

Florida, 34953

Name and Title: Ferdinand G. Gordon, Jr., Director

Address: 280 Willowbrook Drive

North Brunswick

New Jersey, 08902

Name and Title: Lois R. Gordon, Director

Address: 1041 SW Canary Terrace

Port St. Lucie

Florida, 34953

Name and Title: Sharon Smith-Koen, Director

Address: 967 SW Connecticut Terrace

Port St. Lucie

Florida, 34953

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

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15 MAR 26 PM 1:11  
TALLAHASSEE  
FLORIDA

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Dr. Ferdinand Gordon

Address: 1041 SW Canary Terrace

Port St. Lucie, Florida, 34953

**ARTICLE VII INCORPORATOR**

The **name and address** of the incorporator is:

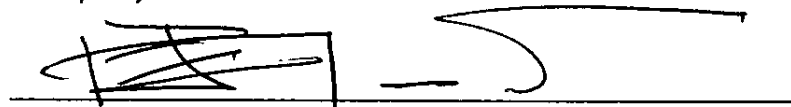
Name: Dr. Ferdinand Gordon

Address: 1041 SW Canary Terrace

Port St. Lucie, Florida, 34953


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15 MAR 26 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

  
Required Signature of Registered Agent

MARCH 13, 2015  
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 prescribed for in s.817.155, F.S.*

  
Required Signature of Incorporator

MARCH 13 2015  
Date

## **ARTICLE 1 - NAME**

The name of the corporation is **GRACE AND TRUTH BIBLICAL & THEOLOGICAL MINISTRIES, INC.**

## **ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation is organized exclusively for charitable, religious and religious-educational purposes, including for in-kind purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code which governs non-profit corporations. Grace and Truth Biblical & Theological Ministries, Inc is also organized to offer sound biblical consultation, counseling and other programming that ensure optimal spiritual contribution leading to the growth and maturity of individuals, organizations and religious entities globally.

## **ARTICLE 3 - PROHIBITIONS**

No part of any earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons for any reason not authorized by the Board of Directors, except that the corporation shall be authorized and empowered to pay reasonable, measurable and verifiable competitive compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof.

No substantial part of the activities of **GRACE AND TRUTH BIBLICAL & THEOLOGICAL MINISTRIES, INC** shall be dedicated to, or otherwise attempt to influence United States State or Federal legislation, and the corporation shall not participate or intervene in 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 permissible (A) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (B) by a corporation, contributions to which are deductible under section 1: 70(c)(2) of the Internal Revenue Code.

## **ARTICLE 4 - DIRECTORS**

The Directors shall be elected by a majority vote of the Members of this Corporation as defined by process in the By-laws of the corporation.

## **ARTICLE 5 - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

## **ARTICLE 6 - CAPITAL STOCK**

This corporation shall issue no capital stock and shall be composed of members rather than stockholders.

## **ARTICLE 7 - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-laws of the Corporation.

## **ARTICLE 8 - VOTING RIGHTS**

Members of the Corporation will have such voting rights as are defined in the By-laws of the Corporation.

## **ARTICLE 9 - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

## **ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of the registered agent of this corporation is:

Dr. Ferdinand G. Gordon, (Name of Agent)  
c/o Grace and Truth Biblical & Theological Ministries, Inc. (Name of business of Agent)  
1041 SW Canary Terrace (Street address of Agent)  
Port St. Lucie (City) Florida (State) 34953 (Zip Code)

## **ARTICLE 11 - PRINCIPAL OFFICE**

The address of the principal office and the mailing address of this corporation:

1041 SW Canary Terrace (Street address of Ministry)  
Port St. Lucie (City) Florida (State) 34953 (Zip Code)

## **ARTICLE 12 - INCORPORATOR**

The name and address of the incorporator of this corporation is:

Dr. Ferdinand G. Gordon, (Name of Incorporator)  
c/o Grace and Truth Biblical & Theological Ministries, Inc. (Business name of Incorporator)  
1041 SW Canary Terrace (Street address of Agent)  
Port St. Lucie (City) Florida (State) 34953 (Zip Code)

## **ARTICLE 13 - AMENDMENTS**

These Articles of Incorporation may be amended at any time in the manner provided by the laws adherent to the jurisdiction of the State of Florida. Every amendment shall be approved by the

Board of Directors, proposed by them to the voting members, and approved at a members meeting by a quorum of the Members as defined by the By-laws of the corporation.

#### **ARTICLE 14 - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation, who was wholly successful in the defense of any proceeding(s) to which the director or officer was a party to, or because the director or officer is or was a director or officer of the Corporation, against reasonable attorney fees and expenses incurred by the director or officer in connection with said proceeding(s). The Corporation may indemnify an individual made a party to a proceeding(s) because the individual is or was a director, officer, employee or agent of the corporation, against liability if authorized in the specific case, after determination in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors, officers, employees and agents of the Corporation.

Indemnification shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director," "officer," "employee," and "agent" shall include the heirs, estates, administrators, executors, and personal representatives of such persons.

#### **ARTICLE 15 - COVENANT NOT TO SUE**

The Corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the Corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs,



loss of services, expenses, or compensation for or on account of any damage, loss or injury to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past, present, or future, arising out of a director or officer of the Corporation's service to the Corporation.

#### **ARTICLE 16 - DISSOLUTION**

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal officer of the corporation is then located, exclusively for such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.