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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 4 2015

S. GILBERT



April 21, 2015

VIA US Mail

Department of State
Division of Corporations
Recording and Filing Department
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Men Stand Firm, Inc.

Dear Madam/Sir:

Please find enclosed the Articles of Incorporation for filing in regards to the above-referenced not for profit corporation. Also enclosed is our firm's check #1029 in the amount of \$70.00 for such filing.

Should you have any questions with regard to the above request, please feel free to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read 'Frank R. Keasler', is written over a horizontal line.

Frank R. Keasler

Enclosures: Articles of Incorporation for Men stand Firm, Inc.
Check #1029

**ARTICLES OF INCORPORATION
MEN STAND FIRM, INC.**

The undersigned legal person being competent to contract for the purpose of forming a non-member, not-for-profit corporation under Chapter 617, Florida Statutes, the Not-for-Profit Corporation Law of the State of Florida, and to qualify as an organization exempt from taxation under Internal Revenue Code §501(c)(3), does hereby make, subscribe, acknowledge, file and adopt the following Articles of Incorporation for **Men Stand Firm, Inc.**, a non-profit Florida corporation:

ARTICLE I

Name.

The name of this corporation (hereinafter called "the Corporation") is **Men Stand Firm, Inc.** and the initial principal office of the corporation is 3728 Philips Highway, Suite 214A, Jacksonville, FL 32207.

ARTICLE II

Duration.

The Corporation shall have perpetual existence.

ARTICLE III

Purposes.

- A. To operate a nonprofit, tax exempt entity which 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), to wit:
- B. To produce and operate a radio show called the "Men Matter Radio Show" which communicates to the listening audience the teachings of what the Gospel of Christ would call and encourage a man and men in general to be and to what they should ascribe in a relationship with Jesus Christ and His Kingdom and all truths based upon and contained within the Word of God, the Holy Bible, as interpreted by this Corporation;
- C. To promote and encourage men to preserve the sanctity of marriage and the family institution and to put on the air a clear and separated testimony against adultery, abuse of women, idolatry, apostasy and corruption in and of the world;
- D. To support and encourage communication to, by and among men of the value and benefits of following the precepts of the Christian life and to educate all men by all means which will accomplish such communication, extension and teaching, including the production of said weekly radio show and the online recordings thereof, books and other materials; and the holding and conducting of seminars, study groups, workshops and meetings;
- E. To educate, teach, counsel, and instruct all men by any and all means, about the doctrines, teachings and information contained in the Holy Bible and derived from this historic Christian faith and the application thereof to men in the 21st Century;
- F. To act with charitable concern for, and to help all men in need of any help which this ministry can give, regardless of race, social position or religious affiliation.
- G. To recognize, support and cooperate with various ministries established by God to equip men to fulfill their respective functions as members of the body of Christ, their families and society and to bring the whole body of men in Christ to maturity and completion;
- H. To engage in such other business, whether related thereto or not, as may be approved by the Board of Trustees and which business are permitted by law within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

- I. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.
- J. No part of the net earnings of the Corporation shall inure to the benefit of any Director, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- K. Notwithstanding any other provision of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
- L. In furtherance of its exclusively charitable corporate purposes, the Corporation shall have all the general powers enumerated in § 617.0302 of the Florida Not for Profit Corporation Act as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.
- M. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) and/or Section 501(q) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLES IV

Members and Membership.

Pursuant to §617.0601(1)(a) Florida Statutes, the Corporation shall have just one class of members which shall be those individuals who are appointed to its Board of Directors and whom shall manage the Corporation by the acts and decisions of the Board of Directors appointed hereunder by the original Incorporator of the Corporation and the Directors that are the lawful successors thereof.

ARTICLE V

Board of Directors.

The names and addresses of the initial Members and Board of Directors appointed by the Incorporator and who shall serve until the first annual meeting of the Corporation and the election of the respective successor(s) therefore, are:

Frank R. Keasler, Jr.	7810 Hollyridge Road, Jacksonville, FL 32256
David L. Johns	6051 Chevy Drive, Jacksonville, FL 32216
Brian C. Sobolewski	11035 Harbor Cay Court, Jacksonville, FL 32225

The method of election of directors is as stated in the Corporation's Bylaws. At all times the Corporation shall maintain a Board of Directors or other governing body which is controlled by persons who represent the broad interests of the public, such as public officials acting in their capacities as such, persons having special knowledge or expertise in credit or financial education, and community leaders. Such Directors may not

benefit financially, directly or indirectly, from the organization's activities other than through the receipt of reasonable compensation and Directors' fees for commensurate service to the Company or its affiliates. The number of directors of the Corporation shall never be less than three (3); provided, however, that such number may be increased by a bylaw duly adopted pursuant to the Bylaws of this Corporation.

ARTICLE VI

Amendments.

The Bylaws and any amendment to the Articles of Incorporation are to be proposed in writing and adopted, altered, or rescinded only by a majority of the Board of Directors at any special, regular or annual meeting of the Board of Directors, but only as not inconsistent with the specific and charitable provisions of these Articles.

ARTICLE VII

Dissolution.

In the event of the voluntary or involuntary liquidation or dissolution of this corporation, all of its assets and properties (both tangible and intangible, owned by the Corporation or received from any source whatsoever) shall be distributed and paid over to one or more organizations which themselves are exempt from Federal Tax under Section 501(c)(3) of the Internal Revenue Code and the lawful regulations thereof, as they are now existing or may hereafter be amended, changed, modified, or supplemented.

ARTICLE VIII

Enabling Provisions.

To promote the Corporate purposes set forth in Article III hereof, the Corporation is empowered:

- A. To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of and trade names, trademarks, concessions inventions, formula improvements, processes of any nature whatsoever, copyrights, and letters patent of the United States and of foreign countries, and to accept and grant licenses thereunder.
- B. To subscribe or cause to be subscribed to and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of the State of Florida, and while owner of any of said shares of capital stock or bonds of other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with the power to designate through the Board of Directors such person for the purpose from time to time to exercise such right, to the same extent as natural persons.
- C. To borrow or solicit money for furtherance of the corporate purposes.
- D. To accept any contribution, gift, conveyance, transfer, settlement, devise or bequest made for the general ministry of the Corporation or a designated restricted purpose thereof, if such restricted purpose is within the purview of the corporate powers herein as allowed hereunder and by law and does not violate the purposes of the corporation nor provide a direct inurement of a benefit to a private individual. The Board of Directors may accept and expend such funds or property for the designated purposes. But no gift, conveyances, transfer, settlement, devise or bequest of any property, of any name or nature, shall be accepted, nor any interest in a corporation or association, any remainder, reversion, possibility of reverter, or executory interest, or any interest of any kind, any which might under any contingency vest the gift conveyance, transfer, settlement, devise or bequest, or any portion of it, in any private individual, corporation or association.

- E. To receive donations of and to purchase, sell, mortgage, lease, improve and deal in real estate and personalty wherever situated, and to construct, equip, operate, lease, rent, hire and manage facilities and buildings of every kind and description for the furtherance of the credit and consumer counseling services for which the Corporation was organized.
- F. To do all other legal acts and things which may in the discretion of the Board of Directors, further the above stated purposes and to such end to organize, maintain and support other credit counseling services.
- G. To possess and exercise any and all corporate powers granted by the laws of the State of Florida and the United States which are, however, restricted to the furtherance of the above stated credit counseling services, charitable and community purposes.

ARTICLE IX.

Exempt Purpose.

No part of the net earnings or any benefits of the Corporation shall inure to the benefit of, or be distributed to its Directors, officers, or other private persons, except the corporation is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in **ARTICLE III** hereof.

ARTICLE X.

Unauthorized Action.

Notwithstanding any other provision of these Articles, this Corporation shall not and in addition to any other activity prohibited by law:

- A. Carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law;
- B. Carry on any other activities not permitted to be carried on by a corporation contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986, as amended or any other corresponding provision of any future United States Internal Revenue Law; or
- C. Allow aggregate funding of the Corporation to be derived from other than the general public and supporters and sponsors of the Men Matter Show.

ARTICLE XI

Principal Office and Registered Agent.

The initial principal office of the Corporation is 3728 Philips Highway, Suite 214A, Jacksonville, Duval County, FL 32207. The name and street address of the Registered Agent for this non-profit corporation is iSight Consultants, LLC 3728 Philips Highway, Suite 214A, Jacksonville, Duval County, FL 32207.

ARTICLE XII

Incorporator.

The name and street address of the Incorporator for this non-profit corporation is **Frank R. Keasler, Jr.** 3728 Philips Highway, Suite 214A, Jacksonville, Duval County, FL 32207.

ARTICLE XIII

Effective Date of Corporation.

The date corporate existence begins shall be May 1, 2015. This election is pursuant to Florida Statute 617.0203.

SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF the Incorporator has set his signature as the Incorporator of this Corporation and to and for these Articles of Incorporation to be effective the First day of May, 2015.

INCORPORATOR:

Frank R. Keasler, Jr.

Men Stand Firm, Inc.

By: Frank R. Keasler, Jr.

Its: Member and Director

Date: 4/21/2015

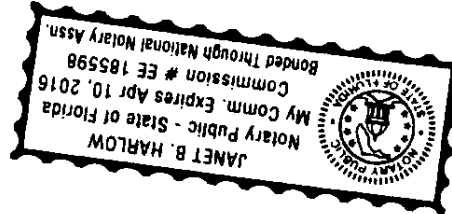
STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing Articles of Incorporation were acknowledged before me this 21st day of April, 2015, by Frank R. Keasler, Jr., Member and Director of Men Stand Firm, Inc. who is known to me or produce F.R.D.L. as identification, and signed such Articles of Incorporation for the uses and purposes therein set forth.

Janet B. Harlow
Notary's Name:

My commission expires:

Notary Public, State of Florida at Large



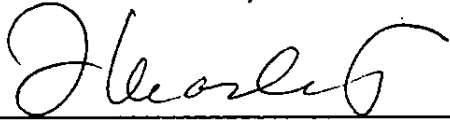
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance with Section 617.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

Men Stand Firm, Inc., desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named iSight Consultants, LLC located at 3728 Philips Highway, Suite 214A, Jacksonville, Duval County, FL 32207, as its agent to accept service of process within this state.

DATED this 21 day of April, 2015.

MEN STAND FIRM, INC.

By: 

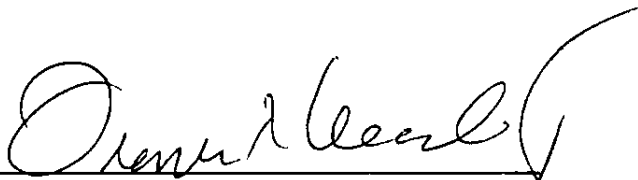
Frank R. Keasler, Jr.

Its: Member and Director

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, the below entity hereby agrees to act in this capacity and to comply with the provisions of said Act.

DATED this 21 day of April, 2015.



iSight Consultants, LLC Registered Agent

By: Frank R. Keasler, Jr.

Its: Manager