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TALLAHASSEE, FLORIDA

NP

JUL 23 2015

R. WHITE

COVER LETTER

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

SUBJECT: PORT SALERNO CHURCH OF GOD, 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: FOX, WACKEEN DUNGEY ET AL/RYAN L. BRIGGS

Name (Printed or typed)

3473 SE WILLOUGHBY BLVD

Address

STUART, FLORIDA 34994

City, State & Zip

772-287-4444

Daytime Telephone number

rbriggs@foxwackeen.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
PORT SALERNO CHURCH OF GOD, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED

JUL 17 AM 8:33

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.0202, *Florida Statutes*, the following Articles of Incorporation are hereby adopted by the undersigned Corporation:

ARTICLE I
Name and Location of Principal Office

The name of the Corporation is Port Salerno Church of God, Inc., a Florida not-for-profit corporation. Its principal office is located at 4065 SE Cove Road, Port Salerno, Florida 34997. Its mailing address is PO Box 416, Port Salerno, Florida 34992.

ARTICLE II
Term

The Corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III
General Purposes

The General Purposes for which said Corporation is organized are exclusively for charitable, religious, literary, 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, or the corresponding section of any future Federal Tax Code.

ARTICLE IV
Specific Purposes

The specific purposes for which the Corporation is organized are providing a place of worship for its Members, who shall be Members in good standing of the Church of God, Cleveland Tennessee, U.S.A., and conducting the affairs of the Congregation according to the rules and regulations of the Church of God, Cleveland, Tennessee, U.S.A., and specifically the International General Assembly *Minutes* of the Church of God, Cleveland, Tennessee, U.S.A., promoting the cause of Christianity in accord with the teaching, tenets, and customs of the Church of God, Cleveland, Tennessee, U.S.A., receiving, managing, and disbursing gifts, bequests, and other funds for the benefit of the Congregation and the Church of God, Cleveland, Tennessee, U.S.A., owning and maintaining suitable buildings and facilities

necessary for their acquisition, upkeep, maintenance and sale, all in accord with the International General Assembly *Minutes* of the Church of God, Cleveland, Tennessee, U.S.A.

ARTICLE V **Corporate Powers**

The Corporation shall have all the powers conferred by the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, which are necessary, incidental, or convenient to the purposes of the Corporation as herein stated.

ARTICLE VI **Activities Not Permitted**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, Officers, or other private persons (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no Trustee or Officer shall be entitled to share in the distribution of any of the corporate assets upon 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 (except that, if the Corporation so elects, it may make such expenditures in conformity with §501(h) of the Code), and the Corporation shall not participate in or intervene in (including 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, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under §501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

ARTICLE VII **Dedication of Assets** **Dissolution and Distribution of Assets**

7.1 **Dedication of Assets.** The assets of the Corporation are irrevocably dedicated to the purposes set forth herein.

7.2 **Dissolution of Corporation.** In the event this Corporation shall cease to exist, or depart from the polity of the Church of God, Cleveland, Tennessee, U.S.A., as expressed in the International General Assembly *Minutes* of the Church of God, Cleveland, Tennessee, U.S.A., and otherwise, the assets of the Corporation shall revert to the State Trustees for the Church of God in the state of Florida, or to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code

(U.S.A.) or the corresponding sections of any prior or future Internal Revenue Code (U.S.A.). Further, that the proceeds/assets from the disposition must go directly into real property purchases or improvements.

ARTICLE VIII **Management of Corporate Affairs**

8.1 Board of Trustees. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The Corporation has three (3) Trustee(s). The number of Trustees of the Corporation may be increased or diminished from time to time by the Bylaws, but shall never be less than three (3). The method of selection of Trustees is stated in the Bylaws of this Corporation.

The Trustees named herein are the present Board of Trustees who shall hold office until the next Meeting of Members at which time an election of Trustees shall be held.

Trustees elected at the next Annual Meeting, and at all times thereafter, shall serve for a term of one year or until the next Annual Meeting of Members following the election of Trustees and until the qualification of the successors in office. Annual Meetings shall be held at the Principal Office of the Corporation or at such other place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Articles of Incorporation and Bylaws of the Corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and address of the present Members of the Board of Trustees are as follows:

<u>Name</u>	<u>Address</u>
Dr. David L. Anderson	10006 SW Ventura Drive, Palm City, Florida 34990
Alfred E. Patton	5609 SE 24 th Avenue, Stuart, Florida 34994
Lucious Raysor	914 SE Lake Street, Stuart, Florida 34994

8.2 Corporate Officers. The Corporation shall have the following Officers: President, Treasurer and Secretary and such other Officers as the Bylaws of the Corporation may authorize, from time to time. The method of selection of Officers shall be as stated in the Bylaws of the Corporation.

ARTICLE IX **Indemnification**

Every person who now is or hereafter shall be a Trustee or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Trustee or Officer of the Corporation (whether or not he is a Trustee or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Trustee or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE X **Membership**

The Membership of the Corporation shall consist of all persons herein named as Trustees and all other persons as, from time to time hereafter, as may be received into Membership in accordance with the International General Assembly *Minutes* of the Church of God, Cleveland, Tennessee, U.S.A., as the same now exists or may be hereafter from time to time amended.

ARTICLE XI **Bylaws**

The Board of Trustees of the Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Trustees may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Trustees present at any Regular or Special Meeting called for that purpose, subject to any limitations set forth in the Florida Not-For-Profit Corporation Act concerning corporate action that must be authorized or approved by Members of the Corporation; provided that the proposed amendment does not conflict with these Articles of

Incorporation and is in accord with the International General Assembly *Minutes* of the Church of God, Cleveland, Tennessee, U.S.A., as the now exists or may be hereafter from time to time be amended.

ARTICLE XII
Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Trustees, and an affirmative vote of a majority of the Members of the Corporation; provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with the Church of God, Cleveland, Tennessee, as the same now exists or may be hereafter from time to time be amended.

ARTICLE XIII
Filing the Articles of Incorporation

Once a charter for incorporation of a local church is filed with the state government, a copy of the approved charter is to be sent to the Church of God state office for the state in which the local church is situated.

ARTICLE XIV
Registered Office and Registered Agent

The name and addresses of the Registered Office and Registered Agent of the Corporation are:

Registered Office:	4065 SE Cove Road Port Salerno, Florida 34997
Registered Agent:	Reverend Glenford E. Elijah Hutchinson

ARTICLE XV
Incorporators

The names and addresses of the Incorporators of the Corporation are:

<u>Name</u>	<u>Address</u>
Dr. David L. Anderson	10006 SW Ventura Drive, Palm City, Florida 34990
Alfred E. Patton	5609 SE 24 th Avenue, Stuart, Florida 34994

Lucious Raysor

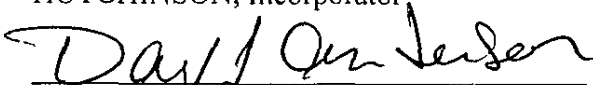
914 SE Lake Street, Stuart, Florida 34994

Reverend Glenford E. Elijah Hutchinson


4065 SE Cove Road, Port Salerno, Florida 34997

IN WITNESS WHEREOF, the undersigned has signed, subscribed and acknowledged these Articles of Incorporation on this 8th day of July, 2015.


REVEREND GLENFORD E. ELIJAH
HUTCHINSON, Incorporator


DR. DAVID L. ANDERSON, Incorporator


ALFRED E. PATTON, Incorporator


LUCIOUS RAYSOR, Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby acknowledges that he is familiar with his appointment to serve as Registered Agent of Port Salerno Church of God, Inc., as set forth above in Article XIV of the Articles of Incorporation, and accepts all obligations and responsibilities of that position as required by the laws of the state of Florida.


REVEREND GLENFORD E. ELIJAH HUTCHINSON