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BOARD CERTIFICATIONS

1 Real Estate
2 Tax Law
3 City, County & Local Government

October 1, 2015

Florida Department of State
Division of Corporations
ATTN: Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: First Baptist Church at the Mall Foundation, Inc.

Dear Sir or Madam:

Enclosed for filing regarding the above-referenced matter are the following documents:

1. The original, executed Articles of Incorporation for First Baptist Church at the Mall Foundation, Inc., a Florida not-for-profit corporation;
2. A copy of the Articles of Incorporation for First Baptist Church at the Mall Foundation, Inc., a Florida not-for-profit corporation; and
3. Check #47263 in the amount of \$78.75.

Please return the request certified copy of the enclosed Articles of Incorporation to:

500 South Florida Avenue
Suite 800
Lakeland, Florida 33801
Attn: Michael E. Workman

If you have any questions, please do not hesitate to contact me.

Sincerely,

Michael E. Workman

Enclosures as noted

COVER LETTER

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

SUBJECT: First Baptist Church at the Mall Foundation, 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: Michael E. Workman

Name (Printed or typed)

500 South Florida Avenue, Suite 800

Address

Lakeland, Florida

City, State & Zip

863-647-5337

Daytime Telephone number

mworkman@clarkcampbell-law.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

FOR

FIRST BAPTIST CHURCH AT THE MALL FOUNDATION, INC.,

A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I

These Articles of Incorporation (the “**Articles**”) are signed and acknowledged by the incorporator for the purpose of forming a Florida not-for-profit corporation on a non-stock basis under the provisions of the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE II: NAME AND ADDRESS

The name of this corporation is FIRST BAPTIST CHURCH AT THE MALL FOUNDATION, INC. (the “**Foundation**”). The Foundation’s address is 1010 East Memorial Boulevard, Lakeland, Florida 33801. Its mailing address is Post Office Box 90669, Lakeland, Florida 33804.

ARTICLE III: ORGANIZATION AND OPERATION

(a) The general purposes for which this corporation is organized are exclusively charitable, religious, educational, literary and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States tax code (the “**Code**”), and in particular to operate exclusively for the benefit of First Baptist Church at the Mall, Inc., a Florida not-for-profit corporation (the “**Church**”). Specifically, the Foundation shall support the Church’s ministry activities by holding and distributing certain assets for the Church and for the benefit of the Church’s various ministry activities. The Church is a religious organization within the meaning of section 501(c)(3) of the Code and, under section 509(a)(1) of the Code, is not a private foundation. Notwithstanding any

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other provision of these Articles, the Foundation shall not engage in any activity which is not in furtherance of the above described purpose, shall not engage in any activities that directly benefit any organization other than the Church, the Church's supporting organizations, or the Church's integrated auxiliary organizations, and shall not carry on any activities not permitted to be carried on:

(i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or

(ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code; or

(iii) by an organization that constitutes a supporting organization under Section 509(a)(3) of the Code.

(b) No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, if any, trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the Foundation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

ARTICLE IV: POWERS

In furtherance of the purpose described above, the Foundation shall have the power to:

1. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

2. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit;"
3. Elect or appoint such officers and agents as its affairs shall require;
4. Adopt, change, amend and repeal by-laws for the administration of its affairs and the exercise of its corporate powers (the "**By-Laws**"), provided that the By-Laws shall not be inconsistent with the laws of the State of Florida or these Articles;
5. Make contracts and incur liabilities, borrow money at such rates of interest as its board of directors may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income;
6. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by Chapter 617, Florida Statutes or any similar statute in any state, territory, district, or possession of the United States or any foreign country;
7. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
8. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein;
9. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets;
10. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
11. Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes;
12. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Foundation is organized; and
13. Merge and consolidate with other corporations both for profit and

not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE V: PROHIBITIONS AND REQUIREMENTS

At any time, if any, during which the Foundation is a "private foundation" as defined in Code section 509(a), it shall not:

(a) Engage in any act of "self-dealing" as defined in Code section 4941(d), which would give rise to any liability for the tax imposed by Code section 4941(a);

(b) Retain any "excess business holdings", as defined in Code section 4943(c), which would give rise to any liability for the tax imposed by Code section 4943(a);

(c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code section 4944, so as to give rise to any liability for the tax imposed by Code section 4944(a);

(d) Make any "taxable expenditures," as defined in Code section 4945(d), which would give rise to any liability for the tax imposed by Code section 4945(a); or

(e) During the period it is a "private foundation" as defined in Code section 509, if any, the Foundation shall distribute, for the purposes specified in these Articles, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Code section 4942(a).

ARTICLE VI: SCOPE OF OPERATIONS

The territory in which the operations of the Foundation are principally to be conducted is the United States of America and its possessions.

ARTICLE VII: COMPENSATION AND DISTRIBUTION OF ASSETS ON

DISSOLUTION

(a) No officer or member of the Foundation's board of directors shall receive, or be

lawfully entitled to receive, any pecuniary profit from the operation of the Foundation, except actual expenses to or on behalf of the Foundation, if authorized by the board of directors.

(b) Upon the dissolution of the Foundation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation exclusively to the Church, if the Church is then exempt under Section 501(c)(3) of the Code. If the Church is not then exempt under Section 501(c)(3) of the Code the remaining assets shall be distributed exclusively to one or more organizations that: a) qualify as an exempt organization under Section 501(c)(3) of the Code at the time of such distribution; and b) are organized and operated for a purpose consistent with the purpose of the Church.

Any such assets not so distributed in accordance with the preceding sentence shall be disposed of by a court of competent jurisdiction located in the county in which the principal office of the Foundation is then located, exclusively for a purpose consistent with the purpose of the Church or to one or more organizations, as such court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VIII: RESIDENT AGENT

The name and address of its initial Registered Agent is Michael E. Workman, Esquire, located at 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801.

ARTICLE IX: STOCK

This corporation is organized on a non-stock basis.

ARTICLE X: INCORPORATOR

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

<u>Name</u>	<u>Address</u>
<u>Michael E. Workman</u>	<u>500 South Florida Avenue, Suite 800, Lakeland, Florida</u>

The incorporator of these Articles hereby assigns to this corporation any and all of his rights to constitute a corporation.

ARTICLE XI: OFFICERS

(a) The officers of this organization shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as may be provided for in the By-Laws.

(b) The officers shall be elected as provided for in the By-Laws.

ARTICLE XII: BOARD OF DIRECTORS

(a) The business affairs of this corporation shall be managed by the board of directors. This corporation shall initially have at least eleven (11) directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three (3).

(b) The board of directors shall be elected and hold office in accordance with the By-Laws.

ARTICLE XIII: AMENDMENT OF ARTICLES OF INCORPORATION

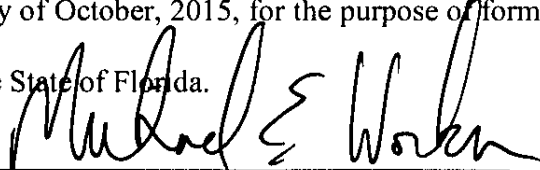
These Articles of this corporation may be amended in any manner permitted by law; provided, however, that any such amendment that affects the purposes of the corporation, the transfer or disposition of real property, the relationship between the corporation and the Church, the manner in which directors are appointed, director qualifications or the requirements for amending these Articles shall not be effective or filed unless approved by the board of directors of the corporation and the Church Council of the Church.

ARTICLE XIV: EXISTENCE

This corporation is to exist perpetually beginning with the execution of these Articles.

[Signature Page to Follow]

WITNESS WHEREOF, I, Michael E. Workman, the undersigned subscribing incorporator have hereunto set my hand and seal this 1st day of October, 2015, for the purpose of forming this not for profit corporation under the laws of the State of Florida.


Michael E. Workman

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 1st day of October, 2015, by Michael E. Workman as incorporator and on behalf of the FIRST BAPTIST CHURCH AT THE MALL FOUNDATION, INC.




Notary Public-State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

Personally Known X OR Produced Identification _____

Type of Identification Produced _____

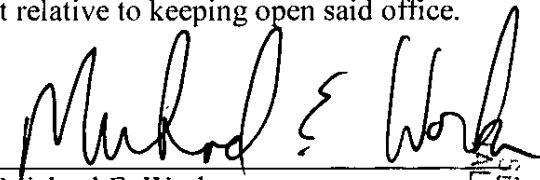
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Section 48.091, Florida Statutes, the following certificate (the "Certificate") is submitted:

That First Baptist Church at the Mall Foundation, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in these Articles, in the City of Lakeland, County of Polk, State of Florida, has named Michael E. Workman, located at 500 South Florida Avenue, Suite 800, Lakeland, Florida 33801, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the appointment to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


Michael E. Workman
Registered Agent

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