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(City/State/Zip/Phone #)

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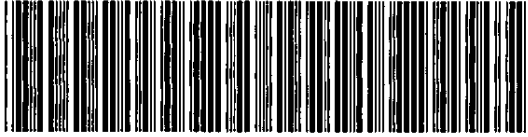
(Business Entity Name)

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15 OCT 14 AM 10:08

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**CLARK CAMPBELL**  
ATTORNEYS AT LAW

CLARK, CAMPBELL,  
LANCASTER & MUNSON, P.A.

**MICHAEL E. WORKMAN**

Board Certified in Real Estate

[mworkman@clarkcampbell-law.com](mailto:mworkman@clarkcampbell-law.com)

KEVIN R. ALBAUM  
JUSTIN P. CALLAHAM, LL.M.  
TIMOTHY F. CAMPBELL <sup>1,2</sup>  
RONALD L. CLARK <sup>1</sup>  
JOSEPH A. GEARY  
KYLE H. JENSEN  
JOHN J. LANCASTER, LL.M. <sup>2</sup>  
PETER J. MUNSON  
DANIEL S. RICH  
RALPH H. SCHOFIELD, JR.  
ANTHONY A. VELARDI  
MICHAEL E. WORKMAN <sup>1</sup>

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 Campus, 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 Campus, Inc., a Florida not-for-profit corporation;
2. A copy of the Articles of Incorporation for First Baptist Church at the Mall Campus, Inc., a Florida not-for-profit corporation; and
3. Check #47262 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 Campus, 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.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 8, 2015

MICHAEL E. WORKMAN  
500 S.FLORIDA AVE., SUITE 800  
LAKELAND, FL 33801

SUBJECT: FIRST BAPTIST CHURCH AT THE MALL CAMPUS, INC.  
Ref. Number: W15000067005

We have received your document for FIRST BAPTIST CHURCH AT THE MALL CAMPUS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Corporations may file using only the corporate name. Please delete the acronym "FBCM CAMPUS" wherever it appears in your document.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of 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.

Maryanne Dickey  
Regulatory Specialist II  
New Filing Section

Letter Number: 515A00021353



**CLARKCAMPBELL**  
ATTORNEYS AT LAW

CLARK, CAMPBELL,  
LANCASTER & MUNSON, P.A.

**MICHAEL E. WORKMAN**

Board Certified in Real Estate  
mworkman@clarkcampbell-law.com

RECEIVED OCT 14 2015

KEVIN R. ALBAUM  
JUSTIN P. CALLAHAM, LL.M.  
TIMOTHY F. CAMPBELL<sup>1,2</sup>  
RONALD L. CLARK<sup>1</sup>  
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RALPH H. SCHOFIELD, JR.  
ANTHONY A. VELARDI  
MICHAEL E. WORKMAN<sup>1</sup>

October 13, 2015

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

Sent Via Facsimile

and

Overnight Delivery

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

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

Dear Mrs. Dickey:

Pursuant to the conversation our office had with your colleague Jessica, attached for filing regarding the above-referenced matter are two (2) copies of the modified, executed Articles of Incorporation for First Baptist Church at the Mall Campus, Inc., a Florida not-for-profit corporation. The attached modified Articles of Incorporation use the term "Campus" to refer to First Baptist Church at the Mall Campus, Inc., and this is consistent with the Articles of Incorporation recently filed for First Baptist Church at the Mall Foundation, Inc., a Florida not-for-profit corporation.

Please return the requested 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

Enclosure as noted

ARTICLES OF INCORPORATION

FOR

FIRST BAPTIST CHURCH AT THE MALL CAMPUS, INC.,

A FLORIDA NOT-FOR-PROFIT CORPORATION

15 OCT 14 AM 10:03

**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 CAMPUS, INC. (the “**Campus**”). The Campus’ 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 Campus shall support the Church’s ministry activities by owning and operating certain real property used by the Church to conduct its various ministries. 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 other provision of these Articles, the Campus 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 Campus shall inure to the benefit of, or be distributable to its members, if any, trustees, officers, or other private persons, except that the Campus 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 Campus' activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Campus 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 Campus 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 Campus 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 Campus 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 Campus 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 Campus 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 Campus' board of directors shall receive, or be lawfully entitled to receive, any pecuniary profit from the operation of the Campus, except actual expenses to or on behalf of the Campus, if authorized by the board of directors.

(b) Upon the dissolution of the Campus, 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 Campus 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> <u>33801</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 13<sup>th</sup> 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  
Michael E. Workman

15 OCT 14 AM 10:08

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of October, 2015, by Michael E. Workman as incorporator and on behalf of the FIRST BAPTIST CHURCH AT THE MALL CAMPUS, INC.



Malea Greear  
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.**

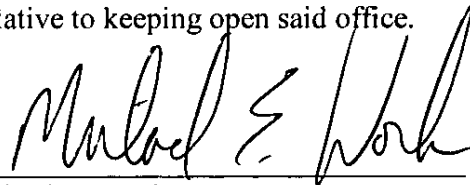
Pursuant to Section 48.091, Florida Statutes, the following certificate (the "Certificate") is submitted:

That First Baptist Church at the Mall Campus, 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.

OCT 14 10:08

**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