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TALLAHASSEE, FLORIDA

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## COVER LETTER

**Mail to:**  
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** MCGB Holdings, 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

Once these Articles have been approved please send a certified copy to the following address:

StartCHURCH  
Attn: Caleb Maglott  
P.O. Box 465017  
Lawrenceville, GA 30042

The contact phone number is (770) 638-3444. Thank you for your assistance in this matter.

**FROM:** Frank Pesce III  
362 Gulf Breeze Pkwy PMB# 281  
Gulf Breeze, FL 32561  
(561) 414-3045

**NOTE: Please provide the original and one copy of the articles.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# Articles of Incorporation

**MCGB Holdings, Inc.**

**Florida Not for Profit Corporation**

The undersigned hereby adopts the following articles of incorporation in Compliance with Chapter 617, F.S., (Not for Profit).

## Article 1 Name

The name of this corporation shall be MCGB Holdings, Inc.

## Article 2 Principal Office

The principal street and mailing address is:

362 Gulf Breeze Pkwy PMB# 281  
Gulf Breeze, FL 32561

## Article 3 Purpose

This corporation is organized for the exclusive purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to an organization which itself is exempt under IRC 501(a).

## Article 4 Manner Of Appointing Directors

Directors shall be appointed in the manner set forth in the bylaws. Directors may be removed and the vacancies shall be filled in the manner provided by the bylaws.

## Article 5 Initial Directors

The directors named in these articles shall serve as initial directors for the ensuing year, or until the first meeting of the corporation, and any vacancies before then shall be filled in the manner set forth in the bylaws.

President/Secretary  
Tim Payne  
1527 Brigaten Ct.  
Gulf Breeze, FL 32563

## **Article 6 Initial Registered Office And Agent**

The name and street address of the Initial Registered Agent of the corporation is as follows:

Frank Pesce III  
362 Gulf Breeze Pkwy PMB# 281  
Gulf Breeze, FL 32561

## **Article 7 Incorporator**

The name and address of the Incorporator is:

Tim Payne  
1527 Brigaten Ct.  
Gulf Breeze, FL 32563

## **Article 8 Members**

This corporation shall have a sole member. The eligibility, rights and obligations of the member will be determined by the organization's bylaws.

## **Article 9 Term And Dissolution**

The date of commencement of corporate existence shall be when these articles have been filed with the Department of State and approved by it and the respective filing fee has been paid; the term for which the corporation is to exist shall be perpetual. In the event of dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members; the residual assets of the corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue code of 1986, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

## **Article 10 Non Profit Organization**

No part of the net earnings of the corporation shall ever inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation 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 in article 3. 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 publishing or distribution of statements) any political campaign on behalf of 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 Section 501(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or: (b) by a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws.

## Article 1 1 Bylaws

The first bylaws of the corporation shall be adopted by the board of directors and may be amended, altered or rescinded by the board of directors in the manner provided by such bylaws.

## Article 1 2 Amendments To Articles Of Incorporation

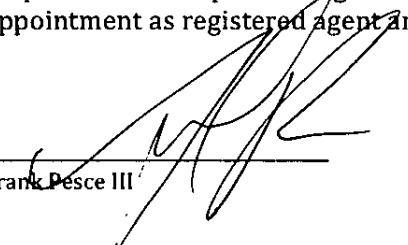
These articles of incorporation may be amended in the manner provided by statute or in the following manner:

Every amendment shall be approved by the board of directors.

I, THE UNDERSIGN ☒ INCORPORATOR, for the purposes of becoming a corporation not for profit under the provisions of the laws of Florida, do make and affix my signature to acknowledge and file in the office of the Secretary of State these articles of incorporation.

  
Tim Payne  
Date 11.15.15

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.

  
Frank Desce III  
Date 11/11/15

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