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# Bird, Loechl, Brittain & McCants

A LIMITED LIABILITY COMPANY

ATTORNEYS AT LAW

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NEBRASKA AND SOUTH CAROLINA  
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†OF COUNSEL  
§MEMBER OF TEWES LAW GROUP, LLC  
‡INCLUDING PROFESSIONAL CORPORATIONS

April 25, 2017

## VIA FEDEX 8673 5744 7465

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center circle  
Tallahassee, FL 32301

### RE: Articles of Incorporation of Celebration Care Ministries, Inc.

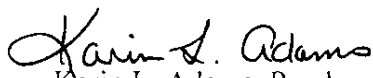
Dear Sir or Madam:

We hope you are doing well.

We enclose the original and two copies of the Articles of Incorporation for Celebration Care Ministries, Inc. Please file the original and one copy and return a certified copy with the letter of acknowledgment to us in the enclosed self-addressed envelope. Also enclosed is a check for \$87.50 to cover the filing fee, certified copy and certificate.

If you have any questions, please contact us at (404) 264-9400. Thank you for your assistance. With kindest regards,

Sincerely,

  
Karin L. Adams, Paralegal  
Bird, Loechl, Brittain & McCants, LLC

Encls.

FILED  
APR 26 2017  
17 57 26 PM  
FBI

## COVER LETTER

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

**SUBJECT:** CELEBRATION CARE MINISTRIES, 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:** Jonathan T. McCants/Bird Loechl Brittain & McCants LLC  
Name (Printed or typed)

3414 Peachtree Road, NE - Suite 1150

Address

Atlanta, GA 30326

City, State & Zip

404-264-9400

Daytime Telephone number

JMcCants@Birdlawfirm.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** FILED  
**CELEBRATION CARE MINISTRIES, INC.** 17 APR 26 PM 2:57  
**(A FLORIDA NOT FOR PROFIT CORPORATION)** 1411024-1111-0000

**ARTICLE I. NAME**

The name of the corporation is:

CELEBRATION CARE MINISTRIES, INC.

**ARTICLE II. AUTHORITY**

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended. The corporation recognizes the sovereignty of God and the Lordship of Jesus Christ in all things. The corporation shall be governed according to the Holy Bible, and according to the religious beliefs of the corporation. The corporation recognizes God's ordination of the civil authority and the legitimate laws in support thereof. The corporation shall uphold the laws of the civil authority provided said laws are not in conflict with the Holy Scriptures or with the religious doctrines of the corporation as it shall determine, in accordance with its governing documents.

**ARTICLE III. PURPOSES**

The corporation is organized exclusively for religious, religious charitable, and religious educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law, referred to herein as the "Code"), more specifically serving the needs and

interests of, performing certain functions of, and otherwise carrying out the purposes of and advancing and perpetuating the ministry and missions of Celebration Church of Jacksonville, Inc., a bona fide church described in Section 170(b)(1)(A)(i) of the Code, including without limitation making distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Code. Subject to the foregoing, the corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended.

#### **ARTICLE IV. DURATION**

The corporation shall have perpetual duration.

#### **ARTICLE V. RESTRICTIONS**

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 III hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying and Political Campaigning Restrictions. To the extent prohibited by applicable law, but subject to the protections of the First Amendment of the U.S. Constitution and other laws guaranteeing free exercise of religion and freedom of speech, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation

(within the meaning of Section 501(c)(3) of the Internal Revenue Code), nor shall this corporation 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. Notwithstanding the foregoing, the corporation may make the election provided in Section 501(h) of the Internal Revenue Code.

Section 3. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

Section 4. Integrated Auxiliary Status. (a) To the extent that (i) more than 50% of the corporation's total support comes from sources other than the Sole Member or its congregation members and (ii) the corporation is required to meet the internal support test established in Treasury Regulations Section 1.6033-2(h)(4), then the corporation shall not offer admissions, goods, services or facilities for sale, other than on an incidental basis, to the general public (except those sold at a nominal charge or for an insubstantial portion of cost). (b) The corporation shall report at least annually, regarding its financial and general operations, to the Sole Member.

## **ARTICLE VI. DIRECTORS**

Section 1. Number. The board of directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the bylaws of the corporation as amended from time to time.

Section 2. Powers. The board of directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein

granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the bylaws and corporate governing documents other than the Articles of Incorporation by a majority vote (except where a greater vote or the consent of the Sole Member is expressly required), in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 3. Term and Election. (a) The term of each member of the board of directors shall be as established in the bylaws. (b) The Sole Member, at its sole discretion, shall appoint and remove all members of the corporation's board of directors.

Section 4. Amendment. Except where a greater vote is expressly required hereunder or the consent of the Sole Member is required, the board of directors shall have the power to amend these Articles of Incorporation, by a majority vote of the directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States.

Section 5. Initial Directors. The initial board of directors shall consist of three (3) members, whose names are Pastor Stovall Weems, Pastor Kerri Weems, and Tiffany Vail, each of whom may be reached at the principal office of the corporation.

## **ARTICLE VII. SOLE MEMBER**

The corporation has one (1) member, CELEBRATION CHURCH OF JACKSONVILLE, INC. (EIN: 59-3548973), a Florida not for profit corporation organized and operated as a tax-exempt church described in Sections 501(c)(3) and 170(b)(1)(A)(i) of the Code, with such rights and powers as are expressly stated herein and in the bylaws. Notwithstanding any other provision herein to the contrary, no right

or privilege of the sole member provided herein or in the bylaws may be materially reduced or eliminated without the express written consent of the sole member.

## **ARTICLE VIII. POWERS**

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax-exempt not for profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes Annotated, as amended.

Section 2. Restrictions. Subject to Article II, but notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any 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, or by a corporation to which contributions are deductible under Section 170(b)(1)(A) or (B) and Section 170(c)(2) of the Internal Revenue Code.

Section 3. Charitable Trusteeship, Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

## **ARTICLE IX. DISSOLUTION**

Section 1. Dissolution. The board of directors may cease corporate activities and dissolve and liquidate the corporation, by at least a two-thirds' vote of the entire board of directors, provided that the Sole Member also consents in writing to the dissolution.



Section 2. Liquidation. Upon the dissolution of the corporation, the board of directors shall pay or make provision for the payment of all of the liabilities of the corporation from the corporation's remaining funds, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, in such manner as the board of directors shall determine, or (ii) exclusively to or for the use of Celebration Church of Jacksonville, Inc., or such other organization or organizations organized and operated exclusively for religious, charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the board of directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, and to the extent that the directors become deadlocked regarding this or any other issue, any such dispute shall be settled by the Board of Directors of the Sole Member, Celebration Church of Jacksonville, Inc.

## **ARTICLE X. CONTINGENT RESTRICTIONS**

Section 1. Contingent Supporting Organization Restrictions. Although the corporation will seek to maintain its exempt status under Section 501(c)(3) as a public charity described in either Section 509(a)(1) or 509(a)(2), it is also expected to fulfill the requirements of a Type I supporting organization described in Section 509(a)(3). Therefore, for the avoidance of any doubt, for any periods in which the corporation does not meet the support requirements for public charity status under either Sections

509(a)(1) or 509(a)(2), then notwithstanding any other provision of these Articles of Incorporation, the corporation's purposes in Article III shall be limited to operating exclusively for the benefit of, or to perform the functions of, or to carry out the purposes of the Sole Member, and the corporation shall otherwise comply with the then-applicable requirements of a supporting organization described in Section 509(a)(3) that is operated, supervised, or controlled by the Sole Member.

Section 2. Contingent Private Foundation Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Code, and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) that would subject the corporation to tax under Section 4941 of the Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Code) that would subject the corporation to tax under Section 4943 of the Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Code) that would subject the corporation to tax under Section 4944 of the Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) that would subject the corporation to tax under Section 4945 of the Code.

Section 3. Code References. Each reference in these Articles to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

**ARTICLE XI. REGISTERED OFFICE AND AGENT;**

**PRINCIPAL OFFICE**

Section 1. Registered Office. The name and street address and county of the initial registered agent and registered office of the corporation shall be Lisa Stewart, 10302 Deerwood Park Blvd, Jacksonville, Duvall County, Florida 32256.

*Having been named as registered agent to accept service of process for the corporation at the place designated above, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*



Lisa Stewart, Registered Agent

4/18/17

Date

Section 2. Principal Office; Mailing Address. The initial principal office of the corporation is currently located be located at 10302 Deerwood Park Blvd, Jacksonville, Florida 32256. The initial mailing address of the current principal office is P.O. Box 551213, Jacksonville, Florida 32255.

Section 3. Changes to Offices and Agents. The board may, by resolution, remove and replace any registered agent, and change any of the offices established in this article.

## **ARTICLE XII. STATEMENT OF FAITH**

The corporation subscribes to the understanding of particular doctrinal matters as set forth by the Sole Member in its "Statement of Faith", as provided for in Article 2 of the Sole Member's bylaws. Notwithstanding any other statement to the contrary, that portion of the bylaws, as well as this Article XII, shall only be amended or restated by Sole Member of the corporation, and any other provision that conflicts with the Statement of Faith shall be null and void.

## **ARTICLE XIII. LIMITATION OF LIABILITY**

Section 1. Limitation. The personal liability is hereby eliminated entirely of any officer or director to the corporation for monetary damages for breach of duty of care or other duty; provided that such provision shall not eliminate or limit the liability of an officer or director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Section 617.0834(1) of the Florida Statutes, as amended; (iv) For any transaction from which the officer or director derived an improper personal benefit; or (v) For any excise tax prescribed by Internal Revenue Code Sections 4940 through 4945 for which the individual is liable (but not restricting the corporation from providing insurance in connection with such excise taxes).

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article XIII shall be prospective only, and shall not adversely affect any limitation on the personal liability of any officer or director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not For Profit Corporation Act to authorize the further elimination or limitation of liability of any Member, officer or director, then the liability of such officer or director of the corporation shall be limited to the fullest extent permitted by the amended Florida Not For Profit Corporation Act, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article XIII (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

#### **ARTICLE XIV: INDEMNIFICATION**

Section 1. Directors and Officers. To the greatest extent allowed by law, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding ("Proceeding"), whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses (including, without limitation, advancing such expenses such as attorneys' fees and court costs), judgments,