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FLORIDA PROFIT/NON PROFIT CORPORATION

Cornerstone Church of God of Melbourne, Inc.

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ARTICLES OF INCORPORATION
OF
CORNERSTONE CHURCH OF GOD OF MELBOURNE, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I

Name and Location of Principal Office

The name of the Corporation is Cornerstone Church of God of Melbourne, Inc., a Florida not-for-profit corporation. Its principal office is located at 311 East Hibiscus Boulevard, Melbourne, Florida 32901.

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 religious, charitable, 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 the Congregation of the Church of God within the community and conducting the affairs of the Congregation according to the rules and regulations of the Church of God, Cleveland, Tennessee, and specifically the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee; promoting the cause of Christianity in accord with the teaching, tenets, and customs of the Church of God, Cleveland, Tennessee; receiving, managing, and disbursing gifts, bequests, and other funds for the benefit of the Congregation and the Church of God, Cleveland, Tennessee; acquiring, owning and maintaining suitable buildings and facilities necessary for such purposes and the sale of such when necessary, all in accord with the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee.

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.

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ARTICLE VI
Dedication of Assets
Dissolution and Distribution of Assets

Section 1: The assets of the Corporation are irrevocably dedicated to the purposes set forth herein.

Section 2: In the event of dissolution of this Corporation, or in the event this Corporation shall cease to exist, or depart from the polity of the Church of God, Cleveland, Tennessee, as expressed in the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee, and otherwise the assets of the Corporation shall revert to the State Board of Trustees for the Church of God in the State of Florida, their successors and assigns, and if the State Board of Trustees shall cease to exist, then to the Church of God, a Tennessee non-profit corporation, and if the Church of God shall cease to exist, then to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code. Further, that the proceeds/assets from the disposition must go directly into real property purchases or improvements.

ARTICLE VII
Membership

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

ARTICLE VIII
Management of Corporate Affairs

Section 1: **Board of Directors.** The powers of the Corporation shall be exercised; its properties controlled; and its affairs conducted by a Board of Directors, who shall at all times be approved by the State Overseer of the Church of God for the State of Florida. Such approval is personal in nature and may be revoked at any time. If approval is revoked, said individual shall immediately cease serving as a Director of the Corporation.

Section 2: The Corporation initially has three (3) Directors. The number of Directors 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 Directors is stated in the Bylaws of this Corporation.

Section 3: The Directors named herein are the present Board of Directors who shall hold office until the next Meeting of Members at which time an election of Directors shall be held. Directors 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 Directors 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 Directors may designate from time to time by resolution.

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Section 4: Any action required or permitted to be taken by the Board of Directors 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 Directors. 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 Directors without a meeting and that the Articles of Incorporation and Bylaws of the Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Section 5: The names and addresses of the initial Board of Directors are as follows:

Gene Coulter, 1953 Harin Lane, Palm Bay, FL 32905
Huck Hickson, 391 Tortuga Way, West Melbourne, FL 32904
Craig Cummings, 2055 Majestic Pine Court NE, Palm Bay, FL 32905

Section 6: Corporate Officers: The Board of Directors may elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the Corporation may authorize, from time to time, the Directors elect.

ARTICLE IX Indemnification

Every person who now is or hereafter shall be a Director 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 Director or Officer of the Corporation whether or not he is a Director 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 Director 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 Activities Not Permitted

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, 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. 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 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:

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- (a) by a Corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or
- (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

ARTICLE XI

Bylaws

The Board of Directors 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 Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors 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 *General Assembly Minutes* of the Church of God, Cleveland, Tennessee, as they now exist or may 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 Directors, 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 *General Assembly Minutes* of the Church of God, Cleveland, Tennessee, as the same now exists or may be hereafter from time to time be amended.

ARTICLE XIII

Registered Office and Registered Agent

The street address of the registered office of this corporation is: 130 Pine Street, West Melbourne, FL 32904 and the name of the Registered Agent is Janet Taylor.

ARTICLE XIV

Incorporator Name and Address

The name of the incorporator is Larry D. Broom, and the address of the incorporator is 1508 Oak Street, Melbourne, FL 32901.

IN WITNESS WHEREOF, the undersigned hereby certifies that the Articles of Incorporation of Cornerstone Church of God of Melbourne, Inc., a Florida not-for-profit corporation does provide for Members and that Article VIII of the Articles of Incorporation sets forth the requirements to these Articles. The Articles of Incorporation were adopted on Feb. 8th, 2018 by a unanimous vote of the Membership after proper notice and being at a regular Business Meeting called for the purpose of adopting these Articles of Incorporation, as submitted in writing to the Membership

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