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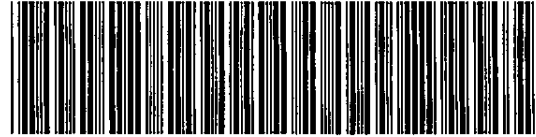
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**THE ARTICLES OF INCORPORATION  
OF  
MACEDONIA SEVENTH DAY ADVENTIST PANTRY, INC**

I, the undersigned, being the Incorporator of MACEDONIA SEVENTH DAY ADVENTIST PANTRY, INC., a Florida not for profit corporation, hereby file the following Articles of Incorporation, that comply with the requirements of Florida Statutes Chapter 617 (Florida Not For Profit Corporation Act):

**ARTICLE- I-NAME**

The name of the Corporation is MACEDONIA SEVENTH DAY ADVENTIST PANTRY, INC. a Florida not for profit corporation (hereinafter the "Corporation").

**ARTICLE- II -REGISTERED OFFICE AND AGENT AND PRINCIPAL  
PLACE OF BUSINESS AND MAILING ADDRESS**

The registered office of the Corporation shall be located at 1220 Delaware Ave, Ft Pierce, FL 34950 and the initial registered agent of the Corporation at the address shall be Cassandra Green.

The principal place of business and the mailing address of the Corporation shall be MACEDONIA SEVENTH DAY ADVENTIST PANTRY, INC., P.O. BOX 2048, FT PIERCE, FLORIDA 34954.

**ARTICLE- III- PURPOSES AND POWERS**

The general nature of the objects, purposes, powers and limitation of the Corporation shall be as follows:

- (a) to engage or to assist in the effort to eliminate the paradox of poverty in the midst of plenty and to operate for the advancement of social welfare of the elderly poor, the distressed and the low income person on a exclusively non-profit basis.
- (b) to manage services located in, but not limited to, Saint Lucie County, Florida and surrounding areas.
- (c) to act as an instrument of Macedonia Seventh Day Adventist Church and solicit funds and/or donations on its behalf to benefit and support the programs and goals of the Pantry:
- (d) to operate in any manner for such nonprofit, charitable and/or educational purposes as will qualify the Corporation as a charitable organization exempt from federal income tax under Internal Revenue Code Section 501(c)(3)
- (e) to accept a substantial part of its support (exclusive of income received in the exercise or performance by such organization of its charitable, educational or other purpose or function for it exemption) from direct or indirect contributions from the general public, the Corporation's organizers, corporations, foundations, and any other public or private sources;
- (f) to generally perform any function necessary to engage in any lawful purpose or purposes not for pecuniary profit;
- (g) no part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered and products purchased and to make payments and distributions in furtherance of the purposes hereinafter set forth. No substantial part 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;

(h) notwithstanding any other provisions of these Article, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of such Code as it now exists or as it may be amended;

(i) the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding section of any other federal tax code;

(j) the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code without providing for fair, adequate, and reasonable compensation;

(k) the Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code;

(l) the Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; and

(m) the Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code

The Corporation shall have the power to:

(a) have succession by its corporate name for the period set forth in its Articles of Incorporation;

(b) 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;

(c) adopt and use a common corporate seal and alter the same provided, however, that such seal shall always contain the words "not for profit corporation,"

(d) elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, if so voted by a majority of the Directors of the Corporation;

(e) adopt, change, amend and repeal bylaws, not inconsistent with law or its Article of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;

(f) make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue 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;

(g) conduct its affairs, carry on its operations, and have offices and exercise the powers granted herein in any state, territory, district or possession of the United States or foreign country;

(h) purchase, take, review, 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;

(i) acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights' or interests thereunder or therein;

(j) sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

(k) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United

### ARTICLE -VI- DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation by transferring such assets to any charitable, scientific, religious or educational organization as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), or to any governmental or other entities with purposes similar to the Corporation's, such disposition to be as the Board of Directors shall determine. Any assets remain after such disposition by the Board of Directors shall be disposed of by the Circuit Court of the county in which the Corporation's principal offices are located, pursuant the procedures for judicial dissolution, Florida Statutes Section 617.1431

### ARTICLE- VII- INCORPORATOR(S)

The name and address of the Incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>CITY, STATE, ZIP</u>
Reatha Smith, Director	1220 Delaware Ave	Ft Pierce, FL 34950

### ARTICLE -VIII- AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority of the Church Board Members at any regular or special meeting called for that purpose.

IN WITNESS OF THE FOREGOING, I (we) hereby set my (our) hand(s) and seal this

19th day of March 2018

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States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;

(l) lend money for its corporate purposes, invest and reinvests funds and take and hold real and personal property as security for the payment of funds so loaned or invested;

(m) have and exercise all powers necessary or convenient to effect any and all of the purposes for which the Corporation is organized; and

(n) the above stated powers shall in no way be a limitation of those corporate powers set forth in Florida Statutes 617.0303 (Florida Not For Profit Corporation Act) which powers are included herein by reference.

#### **ARTICLE -IV-MEMBERS**

The Corporation shall have no members and no stockholders.

#### **ARTICLE-V-EXISTENCE**

The existence of the Corporation shall be perpetual.

#### **ARTICLE VI- DIRECTORS**

The affairs of the Corporation shall be managed by the Board Members, which initially shall consist of the following

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>CITY, STATE, ZIP CODE</u></b>
Willis McPhee <b><i>President</i></b>	1220 Delaware Ave,	Ft Pierce, FL 34950
Fontley Corrodus <b><i>Vice-President</i></b>	1220 Delaware Ave,	Ft Pierce, FL 34950
Regina McPhee <b><i>Director</i></b>	1220 Delaware Ave,	Ft Pierce, FL 34950
Cassandra Green <b><i>Director</i></b>	1220 Delaware Ave	Ft Pierce, FL 34950
Reatha Smith <b><i>Director</i></b>	1220 Delaware Ave,	Ft Pierce, FL 34950
Aaron Swann <b><i>Director</i></b>	1220 Delaware Ave,	Ft Pierce, FL 34950

The number of Directors may be raised or lowered by amendment of the bylaws, but shall in no case be less than six (6). The manner of election shall be as provided by the bylaws

#### **ARTICLE- V- BYLAWS**

The bylaws of the Corporation shall be made and adopted by the church Board of Directors and may be amended, altered or rescinded by a majority of the entire Board of Directors present at any regular or special meeting called for that purpose.

MACEDONIA SEVENTH DAY ADVENTIST PANTRY, INC.

By

*Reatha Smith*

REATHA SMITH, DIRECTOR

STATE OF FLORIDA  
COUNTY OF SAINT LUCIE

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of March  
2018, by Reatha Smith, and she executed the foregoing Articles of Incorporation as Director of  
MACEDONIA SEVENTH DAY ADVENTIST PANTRY, INC.



*Regina D McPhee*

Notary Public, State of Florida  
Print, Type or Stamp Name

Personally Known ☒ Type of Identification Produced \_\_\_\_\_ Or Produced Identification \_\_\_\_\_

CERTIFICATE

That MACEDONIA SEVENTH DAY ADVENTIST PANTRY, INC. desiring to organize under the laws of the State of Florida, with its principal office at 1220 Delaware Ave, City of Fort Pierce, Florida, County of Saint Lucie, State of Florida 34950, has named Cassandra Green, located at 1220 Delaware Ave, Ft Pierce, Florida 34950 City of Fort Pierce, County of Saint Lucie, State of Florida 34950, as its registered agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept services of process for the above-named Corporation, at the place designated in this Certificate he undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

*Cassandra Green*  
CASSANDRA GREEN, TREASURER

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