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SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA
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COVER LETTER

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

A Seminary for the Third Millennium, Inc. (aka SemTHM)

SUBJECT:

(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: Gregory R. Perry, Ph. D.
Name (Printed or typed)

316 Live Oaks Blvd
Address

Casselberry, FL 32707
City, State & Zip

636-675-9067
Daytime Telephone number

gperry@thirdmill.org

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
Seminary for the Third Millennium .

ARTICLE I – CORPORATE NAME

The name of this corporation is SEMINARY FOR THE THIRD MILLENNIUM, INC.

ARTICLE II – CORPORATE NATURE

This is a nonprofit corporation, organized by its parent corporation, THIRD MILLENNIUM MINISTRIES, INC, solely for religious purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes. This corporation shall not have any capital stock.

ARTICLE III – DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV – PURPOSES

The specific and primary purposes for which this Corporation is formed are:

A. To propagate the Christian religion by producing and distributing educational materials to equip Christian leaders with a knowledge of the Scriptures and historic, Protestant orthodoxy in every language, and in relation to indigenous churches of every land. The production and distribution of these educational materials shall be in compliance with the articles of incorporation of its parent company, Third Millennium Ministries, in compliance with the definition of 'education' as explained in Tax Regulations 1.501(c)3-1(d)3(i).

B. To foster the study of the Christian Scriptures, the spiritual formation of Christian leaders and best practices of Christian ministry.

C. To establish, maintain and develop an international network of physical and virtual learning communities; and, to serve the students and leaders who form that network by delivering leadership training, continuing education courses and by conferring badges, certificates and degrees.

D. To learn from Christian leaders from every part of the global church, and to research readings of Scripture and development of theological knowledge and ministry practices in its varied cultural contexts.

E. To engage in such religious, educational, charitable, and benevolent activities as are permitted to be carried on by a corporation exempt from federal income tax under section

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501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, making 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 V – MANAGEMENT OF CORPORATE AFFAIRS

The following provisions shall regulate the internal affairs of the Corporation:

- A. The Corporation's stated purposes shall be construed and its operations shall be conducted so as to qualify the Corporation under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, as a corporation organized and operated exclusively for charitable, religious, 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.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.
- C. No substantial part of the activities of the Corporation shall include 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.
- D. The Corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code or the corresponding section of any future federal tax code.
- E. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- F. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- G. The Corporation shall not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code or the corresponding section of any future federal tax code.
- H. The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code or the corresponding section of any future federal tax code.

I. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) 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 (ii) 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 VI—DISSOLUTION; DISTRIBUTION OF PROPERTY

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the Corporation, transfer all remaining property and assets to the parent company, Third Millennium Ministries, or dispose of all of the assets of the Corporation in such manner, or to such organizations organized exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII—REGISTERED AND PRINCIPLE OFFICES AND REGISTERED AGENT

The street address of the Corporation's registered agent's office shall be 1200 South Pine Island Road, Plantation, FL 33324. The name of the Corporation's initial registered agent at that address shall be CT Corporation System. The Corporation's principle offices and mailing address are 316 Live Oaks Blvd., Casselberry, FL 32707.

ARTICLE VIII – DIRECTORS

The Corporation shall be governed by a Board of Directors consisting of not less than three members, the exact number and the terms for each to be set forth in the By-Laws. The Corporation's initial Board of Directors shall be four and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
J. Edward Norton	4738 Walnut Grove Road, Memphis, TN 38117
Richard L. Pratt, Jr.	951 Moonluster Drive, Casselberry, FL 32707
Gregory R. Perry	105 Hillcrest Drive, Longwood, FL 32779
C. Ashley Royal	2881 Ingleside Drive, Macon, GA 31204

Article IX – MEMBERS

The conditions of membership shall be stated in the Corporation's Bylaws.

Article X – LIMITATION OF LIABILITY; INDEMNIFICATION

A. No director of the Corporation shall be personally liable for monetary damages for actions taken as a director, or failure to take an action, unless the following conditions exist:

- 1) the director breached or failed to perform the duties of the director's office in compliance with the Corporations Not for Profit Law of the State of Florida (617).
- 2) the breach or failure to perform constitutes willful misconduct or recklessness.

If the Corporations Not for Profit Law of the State of Florida (617) is amended after the effective date of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Corporations Not for Profit Law of the State of Florida (617), as amended. The repeal or modification of this Article X shall not adversely affect the right or protection of any director of the Corporation existing at the time of such repeal or modification.

B. To the fullest extent permitted by law, and in accordance with the provisions of the Corporations Not for Profit Law of the State of Florida (617), as the same exists or may hereafter be amended, but only to the extent not in conflict with any other provisions of these Articles, the Corporation shall indemnify each corporate director and officer (and their heirs or personal representatives) of all liabilities that are incurred in connection with the defense of any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, with which the director or officer is threatened or exposed to because of their service to the Corporation. This indemnification includes the expenses of attorneys, legal fees and costs, the costs of judgements, taxes, penalties, fines, and amounts paid in settlement.

ARTICLE XI – BY-LAWS and their AMMENDMENTS


Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Laws of the State of Florida (617), concerning corporate actions that must be authorized or approved by the members of the Corporation, By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the By-Laws.

ARTICLE XII – AMENDMENT TO THE ARTICLES

Amendment to these articles may be amended, altered or repealed by no less than two-thirds of the Board of Directors. These articles may not be amended, altered or repealed without a resolution of consent, adopted by a simple majority of the Board of Directors of the parent corporation, Third Millennium Ministries, Inc.

ARTICLE XIII – EFFECTIVE DATE

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

By  Bree Zahner
Assistant Secretary

Date 8/7/2018

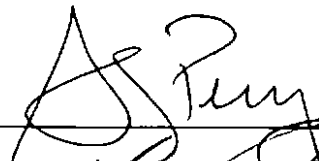
Required Signature of Registered Agent

We, the undersigned, being the incorporators of this Corporation, for the purposes of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this ____ the day of August, 2018.

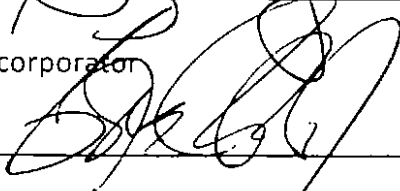
Witnessed By:

Marcia Southard

Amy L Bishop



Incorporator



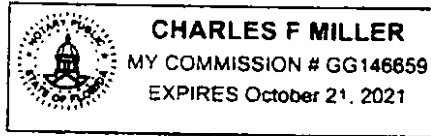
Incorporator

STATE of FLORIDA, COUNTY of SEMINOLE

Be it know and remembered that on this 7th day of August, 2018, before me, the undersigned authority, Notary Public, duly commissioned and qualified in and for the aforesaid State and County, personally came and appeared: Richard L. Pratt, Jr and Gregory R. Perry, President and Vice-President, respectively of Third Millennium Ministries, Inc., a nonprofit corporation located in Casselberry, FL, and who were duly authorized to act herein by virtue of a resolution adopted at a regular meeting of the Board of Directors of Third Millennium Ministries, Inc. on the 20th day of April, 2018. Though Drs. Pratt and Perry are persons well-known to me, I relied on their Florida Driver's licenses as a form of official identification.

Acknowledging on oath before me that the matters and things contained in the above document are true and correct. Witness my hand and official seal in the aforesaid State and County on this 7th day of August, 2018.

NOTARY SEAL



My Commission expires: 10.21.21

Charles F. Miller

Notary Signature

Charles F Miller

Notary Printed

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