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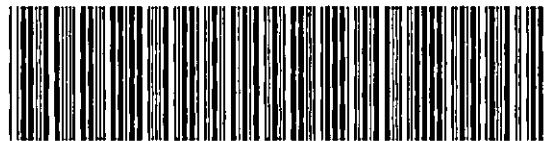
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19 DEC -6 AM 5:11  
STATE OF FLORIDA  
DEPARTMENT OF REVENUE

# COVER LETTER

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

**SUBJECT:** Woodlawn PCB Church, 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:** Joe M. Chambers  
\_\_\_\_\_  
Name (Printed or typed)

P.O. Box 2246  
\_\_\_\_\_  
Address

Dothan, AL 36302  
\_\_\_\_\_  
City, State & Zip

(334) 793-1115  
\_\_\_\_\_  
Daytime Telephone number

jchambers@johnstonhinesley.com

E-mail address: (to be used for future annual report notification)

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

STATE OF FLORIDA     )  
  )  
BAY COUNTY            )

18 DEC -6 AM 5:11  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**WOODLAWN PCB CHURCH, INC.**

The undersigned incorporator, being a citizen of the United States, desires to form a not for profit corporation under Chapter 617 of Title XXXVI of the Florida Statutes, and does hereby certify:

**Article One – Name**

The name of the corporation shall be "**Woodlawn PCB Church, Inc.**", and shall hereinafter be referred to as the "Woodlawn PCB Church".

**Article Two – Address**

The street address of the principal office of Woodlawn PCB Church shall be 13800 Panama City Beach Parkway, 106D #320 Panama City Beach, Florida 32407.

**Article Three - Purposes and Powers**

(A) Woodlawn PCB Church is organized exclusively for charitable, religious, literary, educational, and scientific purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"), specifically to form a non-denominational Church dedicated to making transformed followers of Jesus Christ, and to advance such purposes by any activity in which a corporation organized as a not for profit corporation under the laws of Florida may be lawfully engaged.

(B) Woodlawn PCB Church shall be empowered to do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of Woodlawn PCB Church and in connection therewith to exercise any of the powers granted to not for profit corporations by Fla. Stat. ch. 617.0302. Notwithstanding the foregoing, Woodlawn PCB Church 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 Code, or to which contributions are deductible under Section 170(c)(2) of the Code.

(C) No part of the net earnings of Woodlawn PCB Church shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that Woodlawn PCB Church 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 these articles. No substantial part of the activities of Woodlawn PCB Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Woodlawn PCB Church 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, Woodlawn PCB Church 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)(3) of the United States Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the United States Internal Revenue Code of 1986, as amended.

**(D)** Woodlawn PCB Church is intended to be an organization which is described in Section 501(c)(3) of the said Internal Revenue Code and which is exempt from Federal income tax under Section 501(a) of the said Internal Revenue Code and which is not a "private foundation" within the meaning of Section 509(a). All terms and provisions of these Articles and all operations of Woodlawn PCB Church shall be construed, applied and carried out in accordance with such intent. For purposes of these Articles:

**(1)** "qualified organization" means an organization which is organized for charitable, religious, literary, educational, or scientific purposes and qualified as exempt from Federal income tax under Section 501(a) and (c)(3) of the said Internal Revenue Code; and

**(2)** "qualified purposes" means those purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, which are permitted purposes of a qualified organization which is not a private foundation under the said Internal Revenue Code;

**(3)** reference to any section of the United States Internal Revenue Code of 1986, as amended, includes the corresponding provision or provisions then in effect of any subsequent Federal tax laws.

#### **Article Four - Members**

Woodlawn PCB Church shall have Members. The qualifications for membership in Woodlawn PCB Church shall be determined by the Board of Directors of Woodlawn PCB Church. Woodlawn PCB Church shall have no capital stock.

#### **Article Five - Initial Directors and Manner of Election**

The number of Directors constituting the initial Board of Directors is four (4), and thereafter, the Board of Directors shall consist of at least three (3) members, and not more than fifteen (15) members. The method of election of the Board of Directors is stated in the By-Laws. The members of the initial Board of Directors shall hold office until the first meeting of the Board of Directors or until their successors shall have been elected and qualified in the manner

stated in the By-Laws. The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Ray Sheffield	259 Eagle Drive Panama City Beach, Florida 32407
Courtney Miles	130 Griffin Blvd Panama City Beach, Florida 32413
James Etherton	119 Hombre Circle Panama City Beach, Florida 32407
Robert Thomas	204 Buena Vista Avenue Panama City Beach, Florida 32413

#### **Article Six - Registered Agent and Street Address**

The location and mailing address of the initial registered office of Woodlawn PCB Church shall be 204 Buena Vista Avenue, Panama City Beach, Florida 32413, and the name of its initial registered agent at such address shall be **Robert Thomas**.

#### **Article Seven – Incorporator**

The name and address of the incorporator is **Robert Thomas**, 204 Buena Vista Avenue, Panama City Beach, Florida 32413.

#### **Article Eight - Distributions Upon Dissolution**

Upon the dissolution of Woodlawn PCB Church, and after the payment of any liabilities of Woodlawn PCB Church, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of Woodlawn PCB Church 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.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 4 day of December, 2018.



Robert Thomas, Incorporator

Prepared By:

Joe M. Chambers, Esq.  
JOHNSTON HINESLEY PC  
291 North Oates Street  
Post Office Box 2246  
Dothan, Alabama 36302  
(334) 793-1115

NOTARIAL PUBLIC  
18 DEC -6 AM 5:12  
FALL ALABAMA, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned not for profit corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is **Woodlawn PCB Church, Inc.**
2. The street address of the registered office is 204 Buena Vista Avenue, Panama City Beach, Florida 32413.
3. The name of the registered agent at the registered office is **Robert Thomas.**

**Dated December 4, 2018.**

**WOODLAWN PCB CHURCH, INC.**

By:   
**Robert Thomas, Director**

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

**Dated December 4, 2018.**

  
**Robert Thomas, Registered Agent**