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# KLINGBEIL & ROBERTS, P.A.

341 Venice Avenue West Venice, Florida 34285

Telephone (941) 485-2900 Fåx (941) 486-8565 Email: Greg@k-rlaw.com

May 6, 2019

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

Mercy Fellowship of Venice, FL, Inc. Re:

Florida Not-For-Profit

Dear Madam or Sir:

With regard to the above referenced matter, enclosed for filing please find Articles of Incorporation of Mercy Fellowship of Venice, FL, Inc., a Florida not-for-profit corporation. Also enclosed is our check in the amount of \$87.50 for the filing fees.

Please return all filings to the address listed above.

Thank you for your kind attention. Should you have any questions or need additional information. please do not hesitate to contact me.

Kind regards.

Very truly yours.

Legal Assistant to

Gregory C. Roberts

/nsp Enclosures

Mercy fellowship\Deptofstateltr

# ARTICLES OF INCORPORATION

#### $\underline{\mathbf{OF}}$

# MERCY FELLOWSHIP OF VENICE, FL, INC.

#### A Not-For-Profit-Corporation

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

#### ARTICLE I

The name of the corporation is MERCY FELLOWSHIP OF VENICE, FL, INC., and the principal address is 324 Langholm Drive, Venice, Florida 34293.

#### ARTICLE II

The corporation shall have perpetual duration.

#### ARTICLE III

The corporation is a not-for-profit corporation. The purpose for which the corporation is organized is as follows:

- (a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of religion, charity and education and for other charitable purposes.
- (b) The corporation is organized exclusively as a church for religious, charitable and 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), including leading people into a growing relationship with Jesus Christ and the making of distribution s to organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).
- (c) 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.

# ARTICLE IV

#### RESTRICTIONS

- (a) No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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.
- (b) No Substantial Lobbying. No substantial part of the activities of the corporation shall be to influence legislation.
- (c) No Political Campaigning. The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

# ARTICLE V

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation may have a membership distinct from the board of Trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

#### ARTICLE VI

The street address of the initial registered office of the corporation is 341 W. Venice Avenue, Venice, Florida 34285, County of Sarasota. The name of its initial registered agent at such address is Gregory C. Roberts, Esquire.

#### ARTICLE VII

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of Trustees. The number of Trustees of the corporation shall be a number not less than three.

- (a) The Board of Trustees shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Constitution or By-Laws of the corporation as amended from time to time.
- (b) The Board of Trustees shall govern the corporation and, even though designated as "Trustees," shall have all the rights and powers of a board of Trustees 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 amend the Articles of Incorporation and the power to adopt and amend the Constitution or By-Laws and other corporate governing documents by a majority vote (unless a larger than majority vote is required herein or in the Constitution or By-Laws), in any way not inconsistent with the Articles of Incorporation, the

laws of the State of Florida or the laws of the United States; provided, however, that such rights and powers shall include the right to transfer and relinquish all, or part of, these rights and powers to any governing Board or Body that might be established by the Trustees in the initial Constitution or By-Laws adopted by the Trustees.

- (c) The term of each member of the Board of Trustees shall be as established in the Constitution or Bv-Laws.
- (d) Unless the Constitution or By-Laws provide differently (in which case such Constitution or By-Laws shall control), Trustees shall be elected by the remaining Trustees by a majority vote upon the expiration of a Trustee's term or a vacancy for any reason (including positions created by an increase in the number of Trustees). If the Board of Trustees is unable to select a successor Trustee(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located.
- (e) The initial Board of Trustees shall consist of four (4) members, whose names and addresses are set forth below.
- (f) No Trustee shall have any personal liability to the corporation for monetary damages for breach of duty of care or other duty as a Trustee, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a Trustee for (a) any appropriation, in violation of his duties, of any business opportunity of the corporation; (b) acts or omissions which involve intentional misconduct or knowing violation of law; or (c) any transaction from which the Trustee derived an improper personal benefit.

The names and residential addresses of the persons who are to serve as the initial Trustees are:

Dr. Christopher S. Cornette 324 Langholm Drive

Venice, FL 34293

Scott Huber 9017 Falcon Court

Venice, FL 34293

Allan C. Crull 1100 San Lino Circle, Unit 1113

Venice, FL 34292

Clark Bowman 625 Ramblin Rose Lane

Nokomis, FL 34275

ARTICLE VIII

The name and address of each incorporator is:

Dr. Christopher S. Cornette 324 Langholm Drive

Venice, FL 34293

Scott Huber 9017 Falcon Court

Venice, FL 34293

Allan C. Crull 1100 San Lino Circle, Unit 1113

Venice, FL 34292

Clark Bowman 625 Ramblin Rose Lane

Nokomis, FL 34275

# ARTICLE IX

The board of Trustees may elect the following officers: (president, vice president, treasurer, and secretary), and such other officers as the bylaws of this corporation may authorize the Trustees to elect from time to time.

#### ARTICLE X

The property of this corporation is irrevocably dedicated to religious and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

# ARTICLE XI

- (a) Dissolution. The Board of Trustees (unless this power has been transferred by the Constitution or By-Laws) may cease corporate activities and dissolve and liquidate the corporation, by a two-thirds vote.
- (b) Liquidation. Upon the dissolution of the corporation, the Board of Trustees shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article III hereof in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the Board of Trustees shall determine.
- (c) Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

#### ARTICLE XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of Trustees and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

CHRISTOPHER S, CORNETTE, Incorporator

SCOTT/HUBER Incorporator

ALLAX C. CRULL. Incorporator

CLARK BOWMAN, Incorporator

Thereby state that I am familiar with and do hereby accept the duties and responsibilities as Registered Agent of MERCY FELLOWSHIP OF VENICE, FL, INC.

GREGORY C ROBERTS

Registered Agent