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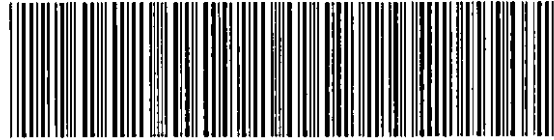
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2020 FEB 19 AM 11:20
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 20 2020
Brumbley

COVER LETTER

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

SUBJECT: Southeast Women's Ministries, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: James R. Brewster
Name (Printed or typed)

541 N. Monroe St
Address

Tallahassee, FL 32301
City, State & Zip

890-561-1037
Daytime Telephone number

jbrewster@jsna.com
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
SOUTHEAST WOMEN'S MINISTRIES, INC.,
A Florida Not For Profit Corporation

FILED
2020 FEB 19 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME

The name of this Corporation is **SOUTHEAST WOMEN'S MINISTRIES, INC.**, hereinafter referred to as "***the Corporation***" or "***SWM***", a Florida not for profit corporation.

ARTICLE II
GENERAL NATURE AND POWER

1. **This is a non-profit corporation organized primarily for charitable, educational and religious public** (as opposed to private) **purposes, including without limitation the prevention of cruelty to children.** The Corporation shall be at all times a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act (i.e., Chapter 617, Florida Statutes). Notwithstanding anything herein to the contrary, the Corporation shall be organized and shall be operated exclusively for public charitable, religious and educational uses and purposes (including the prevention of cruelty to children) *within the meaning of Section 501(c)(3) of the Internal Revenue Code.*

2. The Corporation shall have the full power and authority to:

(a) Conduct programs and activities; raise funds; request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the benefit of any and all charitable purposes.

(b) Carry on all the other activities allowed by the laws of the State of Florida and the United States for a charitable and educational organization.

(c) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; and

(d) Retain patents, copyrights, processes or formulae resulting from its activities, provided such is made available to the public on a nondiscriminatory basis.

(e) Within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act.

ARTICLE III
TERM OF EXISTENCE

The date and time of the commencement of the corporate existence of the Corporation shall be as of the time of the filing of these Articles of Incorporation by the Department of State for the State of Florida, and this Corporation shall exist perpetually, unless sooner dissolved under Florida law.

ARTICLE IV
CHARITABLE PURPOSE AND POWER

The specific and primary purposes for which the Corporation is formed, include without limitation, the following missions:

- (a) **To act as a women's Christian ministry, with the focus on providing physical, spiritual and mental wellness care for underprivileged women (and their children) living in (and near) the Bay County, Florida;**
- (b) **To facilitate, improve and/or promote the growth, education and development of women (and their children) located in the *Bay County, Florida area*, including those who are "*disadvantaged*", "*poor*", "*in need*", "*distressed*" and/or "*at risk*" so as to meet their educational, spiritual/religious and physical needs (including social, personal and cultural aspects thereof, so as to lessen the burdens on government) via the fostering of an environment of mutual respect, understanding, equity and diversity - supported via Bible studies and prayer groups; and any other related or corresponding lawful purposes not for pecuniary profit and not specifically prohibited to corporations by the laws of the State of Florida or the Internal Revenue Code.**
- (c) **To provide for equal opportunities and participation to all persons regardless of race, color, religion, sex or natural origin.**
- (d) To operate exclusively in any other manner for such charitable, benevolent, religious and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V
PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

- 1. The Corporation shall be neither organized nor operated for pecuniary gain or profit.
- 2. Moreover:

(a) **No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the purposes as set forth herein.**

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate of public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

3. *It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority, policies, procedures, and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.*

ARTICLE VI ADMINISTRATION AND MEMBERSHIP

1. The Corporation is organized under a nonstock basis. The **annual meeting** shall be held at such time and place as set forth in the Bylaws. Cumulative voting for any and all purposes is expressly prohibited.

2. The Corporation shall have no members *(as permitted by Section 617.0601, Florida Statutes)*, except and unless otherwise set forth from time to time in the Corporation's Bylaws.

3. **The Corporation shall provide for equal employment and membership opportunities to all persons regardless of race, color, religion, sex, age or natural origin.**

ARTICLE VII MANAGEMENT OF CORPORATE AFFAIRS

1. **The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors.** Directors must be natural persons who are 18 years of age or older but need not be either residents of the State of Florida or voting members of the Corporation. *The method of election and/or appointment of directors shall be conducted as more fully stated in the Bylaws.* **The number of directors of the Corporation shall never be less than three (3); provided, however, that a greater number may be established and revised by a duly adopted Bylaw. A quorum of the Board of Directors shall consist of a majority of the prescribed number of directors as set forth herein or in the Bylaws, unless a duly adopted Bylaw requires either a higher percentage or a lower percentage, provided the lower percentage is not less than one-third (1/3) of the then applicable prescribed number of directors.**

2. Except as otherwise set forth in the Bylaws, directors shall serve for **a term of either one (1) or three (3) years, as more fully set forth in the Bylaws** until the **next annual meeting** of Directors and until the qualification of the successors in office. Meetings of the Directors shall be held at such other place or places as the Board of Directors may designate from time to time by resolution.

3. The Bylaws may provide for staggered terms for directors, as permitted by Section 617.0806, Florida Statutes.

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 voting 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 related 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/or the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

5. The names and addresses of the individuals, each of whom are 18 years of age or older, to serve on the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
(1) Cheryl Gerlecz	415 Landings Drive Lynn Haven, Florida 32444
(2) Marcus Aaron Smith	6245 Old Rangeline Road Theodore, Alabama 36582
(3) Trey Wright	6615 Lubarrett Way S Mobile, Alabama 36695

6. **After incorporation, the initial directors shall hold an organizational meeting, at the call of the majority of the directors, to complete the organization of the Corporation, including without limitation adopting Bylaws.**

ARTICLE VIII OFFICERS

1. **The officers of the Corporation shall be the President, the Secretary and the Treasurer; and such other officers and assistant officers as may be created from time to time by the Board of Directors. The officers shall be elected or appointed annually by the Board of Directors.**

2. The names of the initial officers to serve until the first election, are as follows:

President:	Cheryl Gerlecz
Treasurer:	Marcus Aaron Smith
Secretary:	Trey Wright

ARTICLE IX
EARNINGS AND ACTIVITIES OF THE CORPORATION

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof.

2. 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 any candidate for public office.

3. Notwithstanding any other provision of these articles, the Corporation 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

4. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

5. Notwithstanding any other provision of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

6. It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE X
DEDICATION OF ASSETS

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

ARTICLE XI
DISSOLUTION/RESERVATION OF ASSETS

1. In the event of dissolution or the termination of the Corporation, title to all of its assets shall vest in **THE ROCK OF MOBILE, INC.**, 6245 Old Rangeline Road, Theodore, Alabama 36582, *or its successor, to be used exclusively for the purposes hereinabove set forth, provided that such does not impair or destroy the tax exempt status of the Corporation or result in the denial of tax exempt status to donations, contributions, legacies or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.*

2. Notwithstanding anything herein to the contrary, the assets of the Corporation are hereby irrevocably dedicated to charitable use; accordingly, in the event **THE ROCK OF MOBILE, INC.**, or its successors, fails to qualify to receive or otherwise fails to accept the Corporation's assets upon dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose(s). Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is as follows:

Cheryl Gerlecz
2310 S. Highway 77, Suite 110-171
Lynn Haven, FL 32444

ARTICLE XIII
**INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT
OF CORPORATION**

1. The initial principal office, name and address of the initial registered agent of the Corporation shall be:

Initial Principal Office of SWM: 2310 S. Highway 77, Suite 110-171
Lynn Haven, FL 32444
Email: *FloridaSWM@gmail.com*

Initial Registered Agent for SWM: James R. Brewster, Attorney
547 North Monroe Street, Suite 203
Tallahassee, FL 32301
Email: *jbrewster@jsna.com*

ARTICLE XIV
BYLAWS

Subject to any limitations set forth in the Corporation Not for Profit Corporate Act of the State of Florida, the initial Bylaws of this corporation shall be made and adopted by a majority vote of the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors, except and unless otherwise set forth in the Bylaws. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law, including the Internal Revenue Code, and the Articles of Incorporation.

ARTICLE XV
AMENDMENT TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation shall be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

ARTICLE XVI
INDEMNIFICATION

The Corporation shall indemnify, including advancement of expenses, and any and all of its Directors or officers and former Directors and officers, against the expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties by reason of being or having been Directors or officers of the Corporation, except in relation to matters as to which any such Director or officer, or former Director or officer or person, shall be adjudged in such action, suit or proceedings to be liable for negligence or misconduct in the performance of duty. Such indemnification shall be to the fullest extent now or hereinafter permitted by law, these Articles, the Bylaws, or by contract, whichever is greater and shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, agreement, vote of members or otherwise.

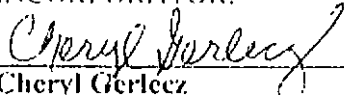
ARTICLE XVII
DEFINITIONS

For purposes of these Articles of Incorporation, the term(s) "*charitable, educational and religious purposes*" include those same purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of "**the Internal Revenue Code**" shall be considered reference to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

The undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and that we have executed these Articles of Incorporation for the purpose of creating a corporation, not for profit, under the laws of the State of Florida.

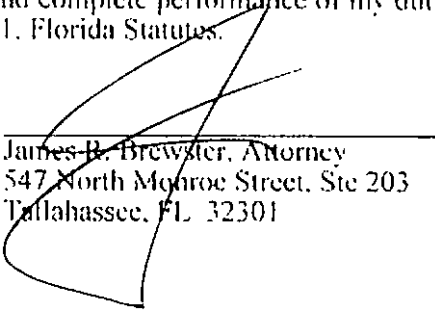
DATED this 19 day of February, 2020.

INCORPORATOR:


Cheryl Gerlecz
2310 S. Highway 77, Suite 110-171
Lynn Haven, FL 32444

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.


James B. Brewster, Attorney
547 North Monroe Street, Ste 203
Tallahassee, FL 32301

SEWOMENSMINISTRIES2020,ART3 WPD 18Feb2020