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James R. Brewster...  
(Requestor's Name)

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(Address)

~~Tallahassee, FL 32301~~  
(Address)

Tallahassee, FL 32301  
(City/State/Zip/Phone #)

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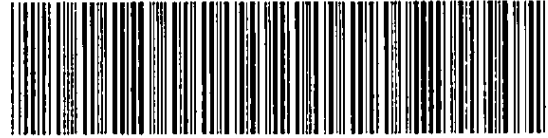
Christ Fellowship, Inc.  
(Business Entity Name)

(Document Number)

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MAR 18 2020



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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March 16, 2020

JAMES R. BREWSTER  
547 N. MONROE ST  
TALLAHASSEE, FL 32301

SUBJECT: CHRIST FELLOWSHIP, INC.  
Ref. Number: W20000027623

We have received your document for CHRIST FELLOWSHIP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason  
Regulatory Specialist II

Letter Number: 320A00005707

**ARTICLES OF INCORPORATION**  
**OF**  
***CHRIST FELLOWSHIP OF TALLAHASSEE, INC.,***  
**A Florida Not For Profit Corporation**

**ARTICLE I**  
**CORPORATE NAME**

The name of this Corporation is ***CHRIST FELLOWSHIP OF TALLAHASSEE, INC.,*** hereinafter referred to as "***the Corporation***" or "***CFT***", 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.** 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 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.***

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STATE OF FLORIDA

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 *community bound together in a common love for Christ, seeking to allow that love to transform individuals into vessels of His Truth and Grace in the lives of others* for the Tallahassee, Leon County, Florida area and beyond;**
- (b) **To function as a *de facto church and church ministry* (including holding meetings led by a minister on a regular basis) in the 21<sup>st</sup> Century A.D. and beyond based on and under the Holy Bible;**
- (c) **To facilitate, improve and/or promote the growth, education and development of Christians located in the *Leon County, Florida* area, 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 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.**
- (d) **To provide for equal opportunities and participation to all persons regardless of race, color, religion, sex or natural origin.**
- (e) 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 *voting membership* as 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 four (4); 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) Mary Pat Moore	3460 Genevieve Park Drive Tallahassee, FL 32308
(2) Marilyn Y. Evert	545 Maclay Lane Tallahassee, FL 32312
(3) Mark A. Demont	3112 Persimmon Drive Tallahassee, FL 32312
(4) E. Edward Murray, Jr.	1018 Thomasville Road Suite 200-A Tallahassee, FL 32303

**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.**

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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:	Mary Pat Moore
Treasurer:	Mark A. Demont
Secretary:	Marilynn Y. Evert

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. **The Corporation shall not have even one non-religious, non-charity or non-educational purpose.**

4. 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).

5. 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.

6. 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.

7. 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 one or more ***Christian FELLOWSHIP OF TALLAHASSEE/church ministries*** as selected by the Board of Directors, *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 no Christian FELLOWSHIP OF TALLAHASSEE/church ministry qualifies 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:**

**Mary Pat Moore**  
3460 Genevieve Park Drive  
Tallahassee, Fl 32308



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 CFT:      **545 Maclay Road**  
   **Tallahassee, FL 32312**  
   Email: *mpm1251@gmail.com*

Initial Registered Agent for CFT:   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 *Florida Not for Profit Corporation Act*, 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 proposed by the Board of Directors in the form of a resolution, which must be adopted by a vote of two-thirds (2/3) of all voting members present at any meeting of the voting membership called for that purpose; a quorum at said meeting shall consist of one-third (1/3) of the Corporation's voting members. Notwithstanding anything herein to the contrary, amendments to these Articles of Incorporation which are advisable to obtain or maintain the Corporation's tax-exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

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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 17th day of March, 2020.

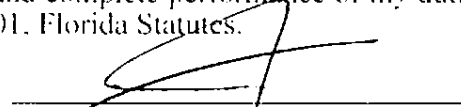
INCORPORATOR:



Mary Pat Moore  
3460 Genevieve Park Drive  
Tallahassee, FL 32308

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