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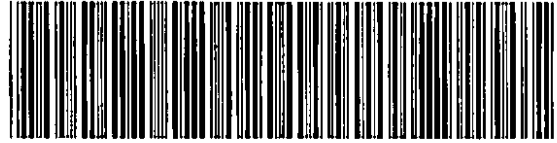
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# DBL

Law Office of D'Lorah Butts-Lucas

April 27, 2020

Department of State  
Division of Corporations  
Corporate Filings  
P O Box 6327  
Tallahassee, Florida 32314

FILED  
2020 MAY -5 PM 1:20  
TALLAHASSEE, FL

Re: Midway Church of God of Prophecy, Inc.

Dear Sir and/or Madame:

Enclosed please find two copies of Articles of Incorporation for the above-captioned church, together with check # 3020 in the amount of \$70 payable to the Florida Department of State to cover the cost of filing.

A self-addressed envelope is enclosed for the return of the filed document.

Email address to use for annual report notification: darrylforbes@aol.com.

Thank you for your time and expediency in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

*D'Lorah Butts-Lucas*

D'Lorah Butts-Lucas

Enclosures

ARTICLES OF INCORPORATION **FILED**  
OF  
**MIDWAY CHURCH OF GOD OF PROPHECY, INC.**  
An Florida Nonprofit Corporation

The undersigned, desiring to form a not for profit corporation in accordance with the Florida Not For Profit Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I**  
**NAME AND PLACE OF BUSINESS**

Section 1.1 The name of the Corporation is **Midway Church of God of Prophecy, Inc.**, a Florida not for profit corporation. Its principal place of business at **477 Palmer Road, Midway, Florida 32343**.

**ARTICLE II**  
**PURPOSES, LIMITATIONS AND DISSOLUTIONS**

Section 2.1 Purposes. The Corporation is organized as a Christian church within the Church of God of Prophecy, Cleveland, Tennessee, and for all other lawful purposes. It is specifically organized as a church, exclusively for charitable, religious, educational, and scientific purposes under § 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (The "Code") and the Regulations issued thereunder (the "Regulations") and (1) to receive, maintain and administer assets in perpetuity for such purposes, and (2) to use and apply the whole or any part of the principal and income therefrom for such purposes either directly or by contributions to other organization that qualify as exempt organizations under the Code.

Section 2.2 Limitations on Actions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 these Articles of Incorporation. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from the federal income tax under Section 501(c)(3) of the *Internal Revenue Code*, or the corresponding section of any future federal tax code, or (b) 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.

Section 2.3 Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, transfer all remaining assets to The Church of God of Prophecy State Offices in Florida, Inc., a Florida not-for-profit corporation. In the event that the The Church of God of Prophecy State Offices in Florida, Inc. ceases to

exist, then the Directors shall dispose of all of the assets of the corporation Church of God of Prophecy located at Cleveland, Tennessee. In the event that the Church of God of Prophecy located at Cleveland, Tennessee ceases to exist, then the Directors shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

### **III. DURATION**

The term of existence of the Corporation is perpetual. The corporate existence will commence upon the filing of these Articles of Incorporation.

### **IV. MEMBERS**

The Corporation shall have members. The rights of members shall be as set out in the By-Laws of the Corporation.

### **V. DIRECTORS**

There shall initially be four directors. The names and addresses of each person who is to serve as an initial Director are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Darryl Forbes	6353 Hugh Road, Tallahassee, Florida 32308
Bessie Peebles	444 Palmer Road, Midway, Florida 32343
Lillian Bailey	858 Martin Luther King Blvd., Midway, Florida 32343

Directors shall be chosen by the pastor of the church who is duly appointed by the State Overseer for The Church of God of Prophecy State Offices in Florida, Inc. In the absence of a pastor the State Overseer for The Church of God of Prophecy State Offices in Florida, Inc. may appoint directors. The number of directors shall be no less than three, nor more than nine.

## **VII. REGISTERED OFFICE**

The street address of the Corporation's initial registered office in this State is **6353 Hugh Road, Tallahassee, Florida 32308**. The mailing address of the Corporation's initial registered office in this State is **6353 Hugh Road, Tallahassee, Florida 32308**. The initial registered agent at the registered office is **Darryl Forbes**.

## **VII. INCORPORATORS**

The name and post office address of the incorporator is as follows:

D'Lorah Butts-Lucas                      140 S. Beach Street, Suite 310, Daytona Beach, FL 32114

## **VIII. OFFICERS**

The Corporation shall have such officers as may be set out in the By-laws of the Corporation.

## **X. BYLAWS AND AMENDMENTS**

The Corporation shall be governed in accordance with the Bylaws of the Corporation. The Bylaws of the Corporation, and amendments thereto, and any amendments to Certificate of Formation, shall be adopted only by unanimous consent of the Board of Directors, and confirmed in writing by the duly appointed State Overseer of The Church of God of Prophecy State Offices in Florida, Inc. for the Church of God of Prophecy headquartered in Cleveland, Tennessee.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on the 29<sup>th</sup> day of April, 2020.

*D'Lorah Butts-Lucas*

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D'Lorah Butts-Lucas, Incorporator

CHURCH NAME: Midway Church of God of Prophecy, INC.

NAME OF REGISTERED AGENT: Darryl Forbes

REGISTERED AGENT PHYSICAL ADDRESS: 6353 Hugh Road CITY: \_\_\_\_\_

~~Tallahassee~~ STATE: FL ZIP: 32309 COUNTY: Leon

I accept the appointment as the registered agent for the above-mentioned corporation ("Church") at the registered agent address. I hereby certify I am familiar with and accept the obligations of the position of Registered Agent.

SIGNATURE: Darryl Forbes

DATE: 11-16-2019