

6/30/2020

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION****Grace Covenant Church of Bay County, Inc.**

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This Instrument Prepared By:  
Hand Arendall Harrison Sale LLC  
Post Office Drawer 1529  
Panama City, Florida 32402  
(850) 769-3434

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STATE OF FLORIDA:  
COUNTY OF BAY:

**ARTICLES OF INCORPORATION**  
**OF**  
**GRACE COVENANT CHURCH OF BAY COUNTY, INC.**

A NONPROFIT CORPORATION  
UNDER THE LAWS OF THE STATE OF FLORIDA

**BE IT KNOWN** that the undersigned, acting as incorporator of a nonprofit corporation under the laws of the State of Florida, and in particular, Title XXXVI, Florida Statutes does hereby adopt the following Articles of Incorporation for such nonprofit corporation (these "Articles").

**ARTICLE I**  
**NAME**

The name of the nonprofit corporation shall be Grace Covenant Church of Bay County, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II**  
**PERIOD OF DURATION**

The existence of the Corporation shall commence with the filing of these Articles with the Secretary of State in Tallahassee, Florida. The period of duration of the Corporation shall be perpetual unless terminated according to the terms of these Articles.

**ARTICLE III**  
**PURPOSE**

The Corporation is organized as a church exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of

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1986 (or the corresponding provision of any future federal tax code), including, but not limited to, for such purposes, establishing and maintaining Christian worship; evangelizing unbelievers by the proclaiming of the Gospel of the Lord Jesus Christ; training believers in Jesus Christ of all ages in a manner consistent with the requirements of Holy Scripture; providing elementary and secondary Christian education; maintaining missionary activities in the United States and any foreign country; and engaging in any other activity not prohibited to corporations under the Non-Profit Corporation Law of Florida that is in furtherance of Section 501(c)(3) purposes.

#### ARTICLE IV GENERAL POWERS

The powers of the Corporation are as follows:

1. The Corporation shall have the power to own, accept, acquire, mortgage and dispose of real and personal property, and to obtain, invest and retain funds, in advancing the purposes stated in Article III above.

2. The Corporation shall have the power to transact all business being not for profit consistent with the purposes for which this Corporation is organized and to protect the lawful rights and interests of its members in connection therewith.

3. The Corporation shall have all powers granted to it in The Florida Statutes, as amended, including those powers granted to nonprofit corporations in Title XXXVI, Chapter 617, Florida Statutes, as amended.

4. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, 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 tax exempt purposes of the Corporation set forth in Article III above.

5. 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.

6. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code).

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ARTICLE V  
NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator herein is as follows:

John H. Drummond  
345 W. 14<sup>th</sup> Street  
Panama City, Florida 32401

ARTICLE VI  
STREET ADDRESS OF INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is as follows:

345 W. 14<sup>th</sup> Street  
Panama City, Florida 32401

ARTICLE VII  
MEMBERSHIP

The Corporation shall have members. The qualifications, rights, privileges, duties, and classifications of members of the Corporation shall be stated in the Bylaws of the Corporation. There shall only be one class of members.

ARTICLE VIII  
NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name of the initial registered agent of the Corporation, and the address of the initial registered office of the Corporation are as follows:

John H. Drummond  
345 W. 14<sup>th</sup> Street  
Panama City, Florida 32401

The initial registered agent's written acceptance of appointment as a registered agent as required by s. 617.0501 of the Florida Statutes is attached hereto as Exhibit "A".

ARTICLE IX  
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors.

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The initial Board of Directors of the Corporation shall be composed of three (3) directors. The names and addresses of the initial three (3) Directors of the Corporation are as follows:

	<b>NAME:</b>	<b>ADDRESS:</b>
1.	John Drummond	345 W. 14 <sup>th</sup> Street Panama City, Florida 32401
2.	Thomas Gamble	2364 Bayview Avenue Panama City, Florida 32405
3.	Jeremy Gilliam	112 Crenshaw Street Panama City, Florida 32409

The number of directors shall be as set forth in the Bylaws and the members of the Corporation shall have the right to elect the Board of Directors as provided in the Bylaws. The qualifications and duties of the Board of Directors shall be as set forth in the Bylaws. The number of directors may be changed by amendment of the Bylaws of the Corporation. The initial Bylaws of the Corporation shall be adopted by the Board of Directors.

#### **ARTICLE X** **INDEMNIFICATION**

The Corporation shall indemnify every officer and director of the Corporation against any and all expenses, including counsel fees, reasonably incurred by or imposed upon any officer or director in connection with any action, suit or other proceeding (including the settlement of any such suit or proceeding, if approved by the then Board of Directors of the Corporation) to which he may be made a party by reason of being or having been an officer or director of the Corporation, whether or not such person is an officer or director at the time such expenses are incurred. The officers and directors of the Corporation shall not be liable to the members of the Corporation for any mistake of judgment, negligence or otherwise, except for their own individual willful misconduct or bad faith. The officers and directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them in good faith on behalf of the Corporation and the Corporation shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer or director of the Corporation may be entitled.

The directors shall exercise their powers and duties in good faith and with a view to the interest of the Corporation.

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**ARTICLE XI**  
**DISSOLUTION**

Upon the dissolution of the Corporation, after paying or making provision for payment of all its liabilities, the Corporation shall dispose of all of its remaining assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax code). Assets may be distributed only to tax-exempt organizations that agree with the church's Statement of Faith as set forth in the Bylaws of the Corporation.

**ARTICLE XII**  
**MISCELLANEOUS**

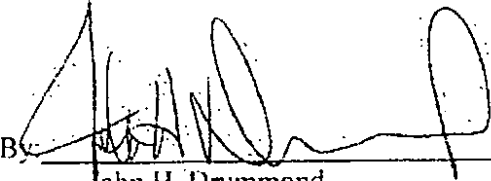
1. **Amendment.** These Articles may be amended by the affirmative vote of at least sixty-seven percent (67%) of the total voting interests of all members of the Corporation.

2. **Incorporation by Reference.** All of the terms, provisions, definitions, covenants and conditions set forth in the Bylaws are hereby expressly incorporated herein by reference as if fully set forth herein. In the event of any conflict or ambiguity between the terms, provisions, definitions, covenants and conditions set forth herein in these Articles and the Bylaws, then the provisions of these Articles shall at all times control.

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IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on this the 30<sup>th</sup> day of June, 2020.

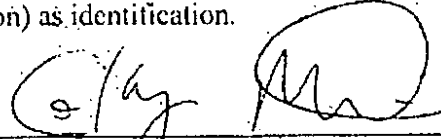
By:   
John H. Drummond

STATE OF FLORIDA  
COUNTY OF BAY

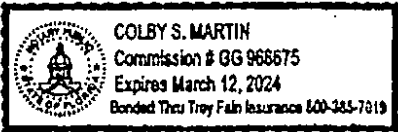
The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 30<sup>th</sup> day of June, 2020 by John H. Drummond

☐ who is personally known to me OR  
☒ who has produced (type of identification) as identification.

[SEAL]

  
Notary Public Signature

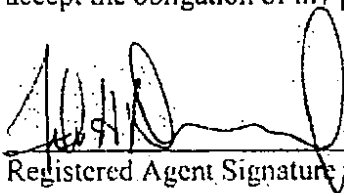
Colby Martin  
Notary Public Printed Name  
My Commission Expires: \_\_\_\_\_



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**EXHIBIT "A"****Acceptance of Appointment as Registered Agent**

I hereby accept the appointment as registered agent for Grace Covenant Church of Bay County, Inc. and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Registered Agent Signature

JOHN H. DRUMMOND

Registered Agent Printed Name