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COVER LETTER

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

SUBJECT: WEST ORANGE CHURCH OF CHRIST, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JOSEPH C. STAYANOFF, ESQ

Name (Printed or typed)

2908 LAKEVIEW DRIVE, SUITE 124

Address

FERN PARK, FL 32730

City, State & Zip

407-274-8821

Daytime Telephone number

JOE@JCSPA.ORG

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

2003 OCT 27 PM 3:45

JOSEPH C. STAYANOFF, P.A.

A Real Estate, Probate and Estate Planning Practice

2908 Lakeview Drive, Suite 124 Fern Park, Florida 32730

Office: (407) 490 - 0520 Facsimile: (407) 490 - 0580

Joe@JCSPA.org

October 19, 2020

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

RE: Application for Incorporation of West Orange Church of Christ, Inc.

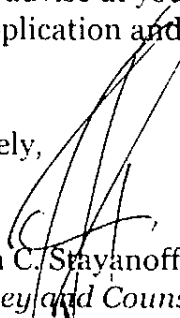
Dear Sir/Madame:

Please find enclosed the following items:

- Divisions completed Cover Letter for paper submission of Articles of Incorporation for the West Orange Church of Christ, Inc.;
- ORIGINAL, signed Articles of Incorporation;
- COPY of Articles of Incorporation;
- My firm's check (#1170) in the amount \$78.75 to cover the filing fee and Certificate of Status.

Please advise at your soonest convenience if anything additional is required to complete this application and submission.

Sincerely,


Joseph C. Stayanoff, Esq.
Attorney and Counselor at Law

10/21/2020 11:34

ARTICLES OF INCORPORATION
OF
WEST ORANGE CHURCH OF CHRIST, INC.

ARTICLE I
NAME

The name of the corporation is WEST ORANGE CHURCH OF CHRIST, INC. a Florida nonprofit corporation (hereinafter referred to as the "Church" or the "Corporation").

ARTICLE II
PRINCIPAL OFFICE: REGISTERED AND PRINCIPAL OFFICE, REGISTERED AGENT

The principal office of the Corporation shall be located at:

1450 Daniels Road
Winter Garden, Florida 34787

The registered agent and the registered office of the Corporation shall be:

Joseph C. Stayanoff, P.A.
2908 Lakeview Drive
Suite 124
Fern Park, Florida 32730

ARTICLE III
INCORPORATORS: INITIAL OFFICERS AND DIRECTORS OF THE CORPORATION

The incorporators of the corporation, and their addresses are:

Richard Countryman
1450 Daniels Road
Winter Garden, Florida 34787

Matthew D. Messier
1450 Daniels Road
Winter Garden, Florida 34787

John McCall
1450 Daniels Road
Winter Garden, Florida 34787

Robert Vandervoort
1450 Daniels Road
Winter Garden, Florida 34787

Original

Michael Wallace
1450 Daniels Road
Winter Garden, Florida 34787

The initial directors and officers of the Corporation are:

Director and President:	Richard Countryman;
Director and Vice President:	Matthew D. Messier;
Director and Secretary/Treasurer:	John McCall;
Director:	Robert Vandervoort;
Director:	Michael Wallace.

ARTICLE IV MEMBERSHIP

1. Voting Membership: Every person who has met the following criteria will be a Voting Member (also referred to as a "Member") of the Church, provided that each such person:

- (a) Has been approved by the Church's Shepherds to Voting Membership;
- (b) Has professed a faith in Jesus Christ as their Lord and Savior;
- (c) Has been baptized;
- (d) Is in full agreement with the Church's Statement of Faith as set forth in the Bylaws of the Church;
- (e) Is at least eighteen (18) years of age;
- (f) Is in good standing with and not subject to the discipline of this Church or any other orthodox Christian church at the time of their interview which has not been discussed and waived by the Church.
- (g) The discretion of the elders will resolve any question regarding a person's status as a Voting Member.

Voting Members may vote in any election or ballot set forth by the Church Board at which the Membership is permitted or entitled to vote.

A Voting Member may have their voting privileges revoked or suspended by the Church Board as a result of Church discipline which may be restored by the Church Board of Shepherds subject to the Member's repentance.

2. Non-Voting Attendees: Other persons not meeting the criteria set forth in Section 1, hereinabove, shall be considered Non-Voting Attendees (or an "Attendee") of the Church. These may include persons not yet of age to join as Voting Members, those persons not yet examined by the Church's Shepherds who have indicated a desire to join the Church as a Voting Member; or persons attending worship services at the Church, whether regularly or infrequently and have not indicated any membership interests. These persons may not vote in matters of Church polity.

3. Membership: the membership of the Church is comprised of both the Voting Members and the Non-Voting Attendees.

ARTICLE V

PURPOSE OF THE CORPORATION

The specific purposes of the Corporation are the proclamation of the Gospel of Jesus Christ, the preaching and studying of the Holy Bible, and the discipling of Jesus' followers, as well as when necessary or convenient to own, lease, operate and/or maintain any real or personal property, equipment and/or facilities appurtenant to, or necessary or convenient for such functions, events or activities for the benefit of the Corporation's Members or to carry out the Corporation's purposes.

ARTICLE VI EXEMPTION REQUIREMENTS

At all times the following provisions shall operate as conditions restricting the operations and activities of the Church with regard to the Church's 501(c)(3) tax exempt status:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Shepherds, Members, Attendees, other directors, officers, or other private persons, except in the performance and carrying out of the programs and functions which comprise and constitute the mission, goals and purpose of the Church and 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 or in opposition to 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 by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.
4. The Corporation's functions, events and activities as well as its personal property, equipment and facilities are for the exclusive use of the Corporation's members and for the carrying out of the Corporation's purposes and missions as set for in Article V.

ARTICLE VII DURATION / DISSOLUTION

The duration of the corporate existence shall be perpetual. In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Corporation remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of the Circuit Court in and for Orange County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such similar purposes.

ARTICLE VIII VOTING RIGHTS

The Church shall have two classes of congregants: Voting Members and Non-Voting Attendees. Voting Members are eligible to vote on matters of Church polity which the Church Board presents to the Voting Membership and

will vote in person as provided in the Corporation's Bylaws. The Corporation may not suspend the voting rights of a Voting Member except as provided by the Corporation's Bylaws, as same may be amended.

ARTICLE IX BOARD OF DIRECTORS

Section 1. Number. The affairs of the Church shall be regulated, governed and managed by a Board of Directors, each referred to herein and elsewhere as a "Shepherd", comprised of not less than five (5) Shepherds. The number of Shepherds on the Board at any one time may be changed by agreement of the Board of Shepherds but shall always consist of an odd number. The presiding pastor and any associate pastors of the Church (each a "Pastor") are necessarily Shepherds of the Church.

Section 2. Selection of Shepherds, Qualifications. The Shepherds, each of whom must be Voting Members of the Church in good standing, must meet the criteria as an elder as set forth in holy scripture, *c.f.* 1 Timothy Chapters 2 – 3; and, Titus 1. Candidates to become Shepherds are selected and appointed to the Board of Shepherds by the consensus agreement of the sitting Board of Shepherds, meeting in private, to discuss such selections and appointment. Following the necessary discussions by the sitting Board of Shepherds and the examination of candidates, a vote of the Board is to be taken and upon approval of a candidate by a majority of the Shepherds in attendance a candidate may then be installed as a Shepherd by the Pastor of the Church immediately or at a regular Sunday worship service.

Section 3. Term of Office. Individual Shepherds may serve so long as they may choose to serve or until removed from office pursuant to Section 4, *infra*.

Section 4. Removal. Shepherds may be removed by a majority vote of the remainder of the Board sitting in session due to reasons related only to a failure of a Shepherd to meet the criteria set forth above or for no longer professing agreement with the Church's Statement of Faith, or for abiding in unrepentant sin and/or other moral or doctrinal error.

ARTICLE X OFFICERS

Officers of the Corporation shall be elected by the members of the Board of Shepherds from among the members of the Board of Shepherds to serve in the following roles: President, Vice President, Secretary, and Treasurer and such other *ad hoc* officers as the Board may from time to time by resolution create. The Bylaws may provide for the removal of officers from their offices, for filling vacancies, and for the duties of the officers.

ARTICLE XI BYLAWS

The Bylaws of the Corporation (the "Bylaws") have been approved by the requisite number of votes of the Board of Shepherds and may be altered, amended or rescinded by the Board of Shepherds or Voting Membership (only when and where such an amendment by a Membership vote is permitted) in the manner provided by the Bylaws.

The Bylaws of the Corporation shall provide for the various matters relating to the regular and orderly operation of the Church.

In the event of any conflict between the Bylaws of the Corporation and these Articles, these Articles shall control.

ARTICLE XII AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. A resolution setting forth the proposed amendment may be proposed by a majority of the Board of Shepherds where such proposed amendment is initiated either by the Board or following a written petition submitted to the Board of Shepherds and signed by at least fifty (50) Voting Members.
2. Written notice of a Board of Shepherds meeting at which a vote of the Board, and the Board alone, shall be taken to either approve or reject such amendment shall be conspicuously posted in the Church for at least two (2) weeks prior to the Board meeting or published in the Church worship bulletin at for least two (2) weeks prior to the Board meeting, but such postings or publications shall not occur more than six (6) weeks prior to the date of the Board meeting.
3. At such a Board meeting, in addition to the vote on any proposed amendment, the Board may address any other Board or Church business or matters.
4. Approval of any amendments to these Articles, excepting amendments to Article XIII, shall only be by the affirmative vote, whether in person or by telephonic or televisual means, of a majority of the Board.
5. Any number of amendments to these Articles may be addressed by the Board at such a meeting.
6. Quorum for a meeting at which an amendment to these Articles is to be considered shall be at least the in-person attendance or attendance by mutually observable/audible tele-visual/audio means of at least a super-majority of two-thirds (2/3) of the Board of Shepherds. Quorum shall not be later lost due to the subsequent absence or early departure of any previously appearing Shepherd.
7. Upon approval of an amendment to these Articles by the Board of Shepherds, the Articles of Amendment shall be executed and delivered to the Florida Department of State, Division of Corporations as provided by law.

ARTICLE XIII STATEMENT OF FAITH OF THE CHURCH

Monotheism and the Deity of the Father, Son and Holy Spirit

We believe that there is only one God and that He consists of three distinct persons, all of Whom are fully Divine.

Character of God

Holy and Perfect - We believe that it is impossible for God to ever be incorrect or evil or inconsistent or deceptive or lacking in perfection in any way.

Omniscient - We believe that God knows everything: past, present, and future.

Omnipresent - We believe that God's presence/existence is unrestricted by time or space.

Omnipotent & Sovereign - We believe that God's power is absolute. Nothing that He chooses to accomplish can be thwarted. We understand that His sovereignty is such that He is able to intervene in Creation whenever He chooses and for whatever purpose He chooses.

The Incarnation of Christ

Fully God - We believe that Jesus is in nature fully God and worthy of worship.

Fully Man - We believe that Jesus was born as an actual human child and experienced human life with its frailties and hardships. We believe that this was accomplished without compromising his Deity in any way.

Virgin Birth - We believe that Jesus was conceived supernaturally and that his mother was a literal virgin at the time of Jesus' birth.

Sinless Life - We believe that Jesus was tempted to sin but that he was unique among mankind in that he successfully resisted all temptation his entire life.

The Gospel

Christ's substitutionary Death for our sins - We believe that all humans deserve death and eternal separation from our Holy Creator as the just penalty for our sins. We believe that God the Father sent Jesus to pay the penalty for our sin so that we can be forgiven and experience intimacy with God. This penalty was paid when Jesus suffered and died on the cross.

Necessity of accepting Christ as Savior for Salvation - While we believe that the offer of salvation from sin is a genuine offer made to all people, we believe that salvation is only promised to those who accept Jesus' sacrifice for their sin and embrace him as their Lord. An important component here is that a person must embrace their responsibility for and the gravity of their sins and genuinely repent.

Salvation by Grace and not earned by any works - We do not believe that anything that a person does (for example going to church, charitable acts, generous giving, etc.) in any way earns or merits good standing before God or forgiveness of sins. It is only by the free gift of God that people are saved.

Resurrection of Christ - We believe that Jesus literally died on the cross and that after being dead, his body literally came back to life.

Baptism

Believer's Baptism at the time of repentance - We find that the Bible is clear and consistent in its teaching that Christian baptism is to accompany a person's faith response to the Gospel, as opposed to being administered to a person incapable of responding to the Gospel (such as an infant) or being delayed until a future occasion (such as settling on which local church to attend).

By Immersion - We believe that the Bible is clear that immersion in water is the intended mode of Christian baptism.

For forgiveness of sins and gift of the Holy Spirit - We find that the Bible teaches that forgiveness of sins and the receiving of the Holy Spirit occur on the occasion of a person's repentance and baptism.

Communion

Weekly - At West Orange we observe the Lord's Supper weekly, though we do not find that Scripture commands weekly observance nor forbids more frequent observance.

Open Communion for Believers - We welcome all Christians to partake with us.

The Bible

Inspired; Original autographs inerrant - We believe that the 66 books of the Bible are inspired by God. By this we mean that, except where the text makes clear otherwise, their content reflects God's Word and not man's fallible opinion. While different inspired authors wrote in their own distinct styles, we believe their message was preserved from error.

Marriage

We find that the Bible is clear and uniform in its teaching that marriage is ordained by God and is the uniting of one man and one woman until separated by death. We believe that sexual relationships are explicitly designed to be enjoyed within the context of marriage.

The foregoing Statements of Faith represents the inviolable expression of the Church's orthodox confession and as such are not subject to amendment except pursuant to the following method:

- a. Initial proposals to amend the Church's Statements of Faith shall be heard by the Board of Shepherds at a closed-door meeting or meetings at which the articles of faith and creed are fully discussed and debated. The Board may invite to speak at such a meeting any person or persons which at least three (3) Shepherds agree may have relevant information, wisdom, understanding or argument.
- b. No amendment to the Statements of Faith may be presented for a final vote of the Board of Shepherds at a meeting held before the Church Membership unless agreed upon by a simple majority of a quorum of the Board of Shepherds present at the closed-door meeting.
- c. Amendments to these Statements of Faith are to be voted on by only the Board of Shepherds and shall be accomplished only by the affirmative vote of at least two-thirds (2/3) of the then sitting Board of Shepherds at a meeting properly noticed to the Membership in a manner similar to Article XII, section 2, *supra*, at which a super-quorum of at least three-quarters (3/4) of the sitting Shepherds are in attendance either in person or by telephonic or televisual means. Such meeting shall be open to the Church membership and the votes of the Shepherds recorded.
- d. Any number of amendments to these Articles may be addressed by the Board at such a meeting.
- e. Upon approval of an amendment to the Statements of Faith by the Board of Shepherds, the Articles of Amendment shall be executed and delivered to the Florida Department of State, Division of Corporations as provided by law.

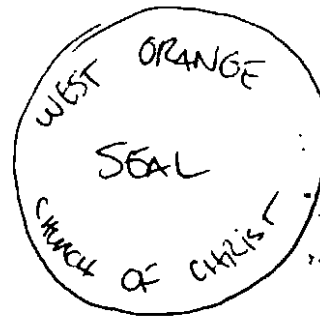
THE CORPORATION has caused these presents to be executed in its name, this 15th day of October, 2020.

WEST ORANGE CHURCH OF CHRIST, INC.
a Florida nonprofit corporation.

By: Richard Countryman
Name: Richard Countryman
President and Incorporator

Attest:

By: John McCall
Name: John McCall
Secretary, West Orange Church of Christ, Inc.



Corporate Seal (above)

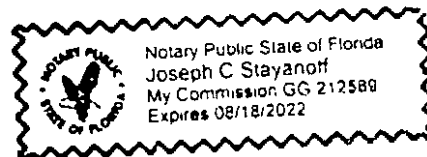
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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing was acknowledged by [X] physical presence or [] online notarization before me this 15th day of October, 2020, by Richard Countryman, as President, and John McCall as Secretary, of West Orange Church of Christ, Inc., a Florida nonprofit corporation, on behalf of the corporation, both of whom [] who are personally known to me or [X] who have produced Florida Drivers' Licenses as identification.

NOTARY PUBLIC

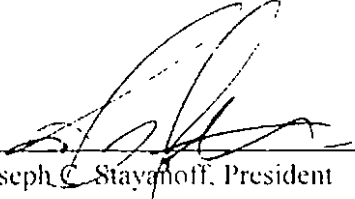
By: Joseph C. Stayanoff
Joseph C. Stayanoff
Notary Public, State of Florida, At Large
My Commission Expires: August 22, 2022
Commission Number: GG212589



Notary

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above-mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, Joseph C Stayanoff, P.A., hereby accepts such designation and agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent. It is familiar with, and accepts the duties and obligations of Section 607.0505 of the Florida Statutes.

By: 
Name: Joseph C. Stayanoff, President
Joseph C. Stayanoff, P.A.

Date: October 15, 2020

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