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2020 OCT 29 PM 12:00  
STATE  
CLERK

NOV 10 2020

T. SCOTT

**CRAMER, PRICE & de ARMAS, P.A.**  
ATTORNEYS AT LAW

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1411 EDGEWATER DRIVE, SUITE 200  
ORLANDO, FLORIDA 32804

CHARLES W. CRAMER\*  
R. DAVID DE ARMAS  
STEPHEN H. PRICE\*\*

(407) 843-3300  
FAX (407) 843-6300  
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\*Also admitted in Georgia  
\*\* Board Certified in Adoption Law

Of Counsel: Philip A. Tharp  
(1939-2003)

October 28, 2020

**Sent Via Overnight Mail**

Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, Florida 32303

Re: Evolve Church, Inc.

To Whom It May Concern:

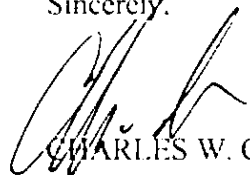
I am enclosing herewith the following items regarding the incorporation of the above referenced corporation, to wit:

1. Original and one copy of Articles of Incorporation;
2. Registered Agent Certificate; and
3. A check payable to the Secretary of State in the amount of \$78.75.

Please file these documents on our behalf and remit the Certificate of Status to the undersigned.

Thank you in advance for your cooperation.

Sincerely,



CHARLES W. CRAMER

CWC/bw  
Enclosures  
cc: Evolve Church, Inc.

# ARTICLES OF INCORPORATION

## OF

### EVOLVE CHURCH, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a Corporation for non-profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

#### ARTICLE I: NAME

The name of this Corporation shall be Evolve Church, Inc.

#### ARTICLE II: PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 10564 2<sup>nd</sup> Avenue, Ocoee, Florida 34761.

#### ARTICLE III: PURPOSE

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). Specifically, the purposes of the Corporation include Christian worship and to share the Gospel of Jesus Christ, the Bible, and information about the Christian faith to as many people as possible using any effective lawful means.

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STATE  
OF FLORIDA

#### **ARTICLE IV: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1411 Edgewater Drive, Suite 200, Orlando, Florida, 32804. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

#### **ARTICLE V: RESTRICTIONS**

A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its Elders, directors, trustees, 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 III hereof. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. No Political Campaigning. 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.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

#### **ARTICLE VI: ELDERS**

A. Number. The Board of Elders of the Corporation shall consist of not fewer than three (3) Elders and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. Initial Elders. The initial Board of Elders are as follows:

Edward Stapp  
10564 2<sup>nd</sup> Avenue  
Ocoee, Florida 34761

Charles Hammack  
10564 2<sup>nd</sup> Avenue  
Ocoee, Florida 34761

Geoff Hollis  
10564 2<sup>nd</sup> Avenue  
Ocoee, FL 34761

C. Powers. The overall policy, control, direction and management of the Corporation shall be vested in the Elders. The Elders shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

D. Term. The term of each member of the Board of Elders shall be as established in the Bylaws.

E. Election. The method of electing the Board of Elders shall be contained in the Bylaws.

#### **ARTICLE VII: INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Charles W. Cramer, Esq.  
1411 Edgewater Drive  
Suite 200  
Orlando, Florida 32804

#### **ARTICLE VIII: DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed to an exempt

organization(s) described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

#### **ARTICLE IX – MEMBERS**

The qualifications of the members of the Corporation, the manner of their admission, voting, and other rights and privileges of members shall be regulated in the Bylaws.

#### **ARTICLE X – POWERS**

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any 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 by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

#### **ARTICLE XI – LIMITATION OF LIABILITY**

A. Limitation. The personal liability is hereby eliminated entirely of an Elder to the Corporation for monetary damages for breach of duty of care or other duty as a Elder:

provided that such provision shall not eliminate or limit the liability of an Elder: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the Elder derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Section 4958 and Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

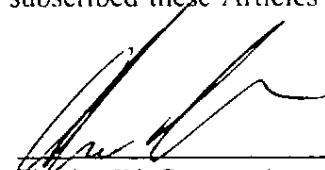
B. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of an Elder for any act or omission occurring prior to the date of the Articles of Incorporation when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of an Elder of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the Elders present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of Elders, then the liability of an Elder of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause)

is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

The undersigned incorporator has made and subscribed these Articles of Incorporation this 22 day of October, 2020.

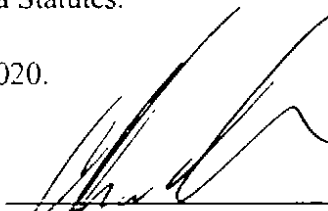
  
\_\_\_\_\_  
Charles W. Cramer, Incorporator



**ACCEPTANCE AS REGISTERED AGENT**

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §607.0505 of the Florida Statutes.

Done this 28 day of October, 2020.

  
\_\_\_\_\_  
Charles W. Cramer, Registered Agent