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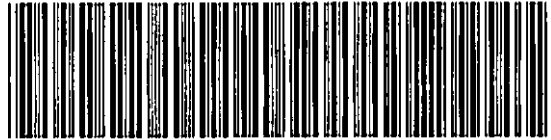
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## COVER LETTER

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

SUBJECT: VANGUARD MINISTRIES INTERNATIONAL (UMI) 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

ARTICLES - 4 PAGES

BY-LAWS - 7 PAGES

TOTAL PAGES - 11 PAGES

8 \$3 EXTRA

FOR PAGES OVER

8

TOTAL - \$90.50

FROM: NATHAN MARROW  
Name (Printed or typed)

37045 CALHOUN RD  
Address

EUSTIS, FL. 32736  
City, State & Zip

251-802-9993  
Daytime Telephone number

nathanmarrow@me.com  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION  
OF  
VANGAURD MINISTRIES INC**

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA, KNOW ALL MEN BY THESE PRESENTS:

*That the undersigned, of full age of majority, has for the purpose of forming a nonprofit religious corporation pursuant to the Laws of the State of Florida pursuant to S.617.0202, F.S covering at least the minimum requirements for filing ARTICLES OF INCORPORATION., for the purposes expressed in ARTICLE III hereof, adopted the following Articles of Incorporation:*

**ARTICLE I – NAME**

The name of the corporation is **VANGUARD MINISTRIES INC**

**ARTICLE II – REGISTERED OFFICE AND MAILING ADDRESS**

The street address of the registered office is 37045 Calhoun Road, Eustis, FL, 32736, with a mailing address of P.O. Box 1902, Eustis, FL, 32727.

**ARTICLE III – PURPOSES**

This nonprofit corporation is organized and operated exclusively for the religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America. This may include but will be not limited to a ministry organization, churches, humanitarian outreach, educational centers for religious purposes, religious TV, radio and other related media initiatives.

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority; however, the corporation shall not be empowered, and is prohibited from, engaging in any activity which is not allowed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America:

- (a) To operate under the name as set forth in ARTICLE I above;
- (b) To employ qualified counsel and other necessary personnel to carry out the purposes of this corporation;
- (c) To adopt and use a corporate seal;
- (d) To earnestly seek and promote the unity of God's people and churches in a Scriptural manner of Godly love, respect and faithful voluntary cooperation with liberty. To that end it may associate and cooperate freely with other non-profit corporations, churches and with missionary organizations and branches as a free and independent organization in accord with its own conscience and the wisdom of God, as the corporation perceives it to be; but in every case and in every act and in pursuance of or adoption of any policy or method or in practice or corporation does and shall do so as an independent organization, always retaining its sovereignty and independence.
- (e) To receive donations, contributions, tithes, and offerings and property by gift, devise or bequest subject to the laws relating to the transfer of property by gift or will.

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- (f) To take, purchase or otherwise acquire; to own, hold, occupy, use, and enjoy; manage, improve, develop and work; to grant, sell, exchange, let, demise, and otherwise dispose of real estate, buildings, and improvements and every right, interest and estate therein without limit as to the amount thereof and whosoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or corporation, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated.
- (g) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferable interests.
- (h) To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign and transfer, exchange or otherwise dispose of, deal or deal with personal property of every kind and description without limit as to the amount thereof and wherever the same may be situated
- (i) To borrow and to loan money and to give and to receive evidence of indebtedness and security therefore; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust deed or otherwise.
- (j) By its Board of Trustees, to appoint or elect such Trustees, officers, board members and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; dismiss such officers or employees, or any thereof for any good reason and appoint others to fill their places;
- (k) To adopt and assume names in the furtherance of its nonprofit, tax-exempt purposes and use any and all media, including but not limited to print, television and radio, in the furtherance of its nonprofit, tax-exempt purposes;
- (l) To do any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida;
- (m) To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a religious organization as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of the United States of America.
- (n) The several clauses contained in this ARTICLE V shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Articles of Incorporation, the corporation shall NOT engage in any political activity proscribed by Section 501 ( c )(3)

of the Internal Revenue Code of 1986, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity.

#### **ARTICLE IV - TRUSTEES & ELECTION**

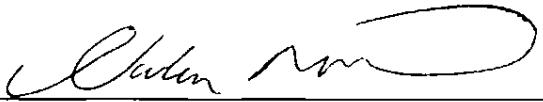
The following shall serve as the initial Board of Trustees (See Article V) until their successors shall have been duly qualified and elected. The Board shall not be less than three (3) persons nor more than nine (9) persons. The Trustees shall be elected yearly at the annual business meeting.

#### **ARTICLE V - ORIGINAL BOARD DURING INCORPORATION**

NAME:	ADDRESS:
Nathan John Marrow	37045 Calhoun Road, Eustis, FL, 32736
Lydia Stanley Marrow	37045 Calhoun Road, Eustis, FL, 32736
Kimberly Gail Searles	2312 N 16 <sup>th</sup> Ave, Pensacola, FL, 32503

#### **ARTICLE VI - REGISTERED AGENT/ADDRESS**

The registered agent at that office is Nathan John Marrow. The address for the registered agent is 37045 Calhoun Road, Eustis, FL, 32736.

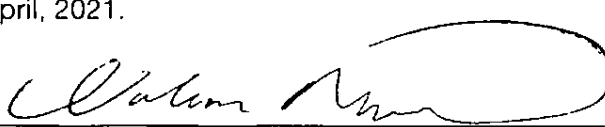
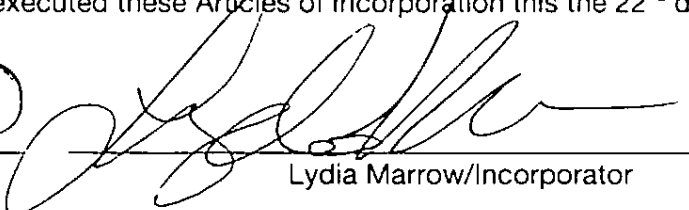
Signature:  Date: 04/22/2021

#### **ARTICLE VII - INCORPORATORS**

The name and address of the Incorporators are:

Nathan Marrow, 37045 Calhoun Road, Eustis, FL, 32736  
Lydia Marrow, 37045 Calhoun Road, Eustis, FL, 32736

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this the 22<sup>nd</sup> day of April, 2021.

 Nathan Marrow/Incorporator  
 Lydia Marrow/Incorporator

#### **ARTICLE VIII - DURATION AND EFFECTIVE DATE**

The corporation is organized pursuant to the **Florida Nonprofit Corporation Act Title 10-3A et seq.** and its **duration is to be perpetual.** The Effective date for the start of the corporation is the 22<sup>nd</sup> of April 2021.

#### **ARTICLE IX - NO MEMBERS**

The corporation is to have no members.

#### **ARTICLE X - NO CAPITAL STOCK**

This nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

#### **ARTICLE XI - TRUSTEE IMMUNITY**

The private property of the trustees shall be non-assessable and shall not be subject to payment of any corporate debts, nor shall the trustees become individually or corporately liable or responsible for any debts or liabilities of the corporation.

## **ARTICLE XII - NO PRIVATE INUREMENT**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 V hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 the court of jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE XIII - CONFLICT OF INTEREST**

Pursuant to Article VIII hereof, this nonprofit corporation has adopted and shall at all times adhere to a conflict of interest policy. Whenever a transaction or arrangement is contemplated by the organization which might benefit the private interest of an officer or director/trustee of this organization, or might result in a possible excess benefit transaction the following shall be required:

- a. Full disclosure of all such interests, potential conflicts, and material facts
- b. Discussion and vote of the board in determining if a conflict exists after excusing from the room any board members or persons who are directly or indirectly part of the potential conflict of interest; and
- c. Full recording in the minutes of the names of persons disclosed to have had a potential conflict of interest and the names of persons present for discussions and votes relating to the potential conflict of interest transaction.

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Specifically, with regard to determining compensation of any person who serves the organization in any capacity other than board member which are non-compensated positions, it shall be automatically determined to be a conflict of interest for any such person to participate in the review, determination, and voting to approve compensation amounts paid to such person. Pursuant to Article V hereof, the organization will endeavor to pay only reasonable compensation to all such persons. To that end, an independent compensation committee will be appointed for recommending to the board all compensation to be paid. Said committee shall first consult with outside experts who are knowledgeable about similar positions in other organizations with comparable duties and responsibilities. Subsequent recommendations will then be made to the board and the board shall approve all sums to be paid.

## **ARTICLE XIV - AMENDMENT OF ARTICLES**

These Articles may be amended at any regular meeting of the directors of the corporation, or at a special meeting called for that purpose, by a two-thirds (2/3) majority, PROVIDED such amendment shall have been presented in writing at a business meeting 14 days in advance of the regular business -meeting and copies of the proposed amendment be furnished at both meetings to each person present or upon request.