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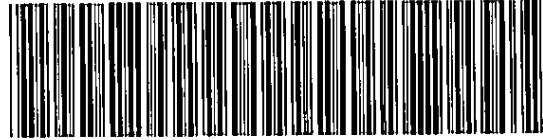
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**Jun 08, 2022 08:00 AM**  
**Secretary of State**

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**ARTICLES OF INCORPORATION  
OF**

***Wrath and Grace Ministries, Inc.***

Pursuant to Chapter 617, Florida Statutes, We the undersigned, do hereby associate ourselves together for the purpose of forming a Corporation Not For Profit, and do hereby adopt as and for the Corporation charter of said Corporation, the following articles of incorporation:

**ARTICLE I - CORPORATE NAME**

The name of this Corporation shall be:

Wrath and Grace Ministries, Inc.

**ARTICLE II - PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation shall be:

Mailing: c/o Welton Law Firm, 1020 South Feron Blvd., Crestview, FL 32536

**ARTICLE III - PURPOSE**

The purposes for which this Corporation is organized are:

1. This Corporation is organized for the purpose of conducting any legal activity permitted to be conducted by non-profit Corporations under the laws of the State of Florida and Section 501(c)(3) of the United States Internal Revenue Code. More specifically, but without reservation or restriction, this Corporation shall be organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or any superseding section. This Corporation shall, among other things, be empowered to organize and operate as an evangelistic association to support the spread of the Gospel of Jesus Christ.
2. The Corporation is organized and shall be operated exclusively for Christian, religious, charitable and educational purposes and it is authorized to accept, hold, administer, invest and disburse for Christian, religious, charitable and educational purposes such funds as may from time to time be given to it by any person, persons, or Corporation, to receive gifts and make financial and other types of contributions and assistance to Christian, religious, charitable and educational organizations, and in general, to do all things that

may appear necessary and useful in accomplishing the purposes herein above set out.

3. All property shall be irrevocably dedicated to religious, charitable, and educational purposes and shall be held in the corporate name of **Wrath and Grace Ministries, Inc.**, is a non-profit corporation organized and operated exclusively for religious, charitable, and educational purposes, which qualifies for exemption from Federal Income Tax under provision of Section 501(c)(3) of the Internal Revenue Code. The purchase, sale, lease, mortgage or alienation of said real property shall be transacted according to the by-laws of the corporation.
4. **Wrath and Grace Ministries, Inc.** and its parts exists to create, promote, and distribute Christian content, art, resources, tools, books, and media with the focus of equipping the church and spreading the Gospel of the Kingdom of God in the world.

#### **ARTICLE IV - MANNER OF ELECTION OF DIRECTORS**

The business and affairs of this corporation shall be conducted by a Board of Directors who shall number not less than 3, nor more than 9 members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits provided above. The Board of Directors shall have the authority to adopt or amend the By-Laws of the Corporation upon a majority vote of the then serving Directors. The Board of Directors may fill any vacancy which may occur on the Board of Directors prior to the next annual meeting of either the members or the Board of Directors or the first annual meeting of this corporation as herein provided for and until their successors are elected and qualified. The Board of Directors may elect and appoint officers, agents, and employees, consistent with said By-Laws and these Articles, and not in violation of State Law:

The Current Board of Directors are the following individuals and said Director's shall serve and be re-elected as provided herein and in the By-Laws.

- A. Johan E. Henao, Director and CEO (Jay)
- B. Mark Welton, Director
- C. Voddie Baucham, Director

#### **ARTICLE V - REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the registered agent is:

Welton Law Firm, LLC  
1020 Ferdon Blvd. South  
Crestview, FL 32536

## **ARTICLE VI - TERM OF EXISTENCE**

The duration of this corporation is perpetual, unless dissolved according to law.

## **ARTICLE VIII - CORPORATE POWERS**

The corporate powers of this corporation are as provided in section 617.0302 of the Florida Statutes and the following additional powers:

1. In addition, this division of the ministry shall not borrow money for the advancement of the ministry endeavors but seek the miraculous provisions of God for each and every matter of operation and growth, allowing the miraculous hand of God to be reveled in the provisions He makes.
2. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as may be provided for in the By-Laws of the Corporation subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE VIII - BASIS UNDER WHICH CORPORATION IS ORGANIZED**

This corporation is organized under a non-stock – non-profit basis.

The corporation is a not-for-profit corporation as defined by the Not For Profit Corporation Act in Section 617.01011 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and no part of its net earnings is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

## **ARTICLE IX - DISTRIBUTION UPON DISSOLUTION**

In the event of dissolution of the corporation, assets shall be distributed for one or more exempt purposes with the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a Court of Competent 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 X - DISTRIBUTION OF CORPORATE FUNDS**

No part of the net earnings of the corporation shall inure to the benefit or, 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 III 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 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 (a) by a corporation exempt from federal income tax under 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by 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.

## **ARTICLE XI - INCOME FROM PUBLIC EVENTS**

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid used for the Corporations Non-Profit reasons or will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

## **ARTICLE XII - INCORPORATORS**

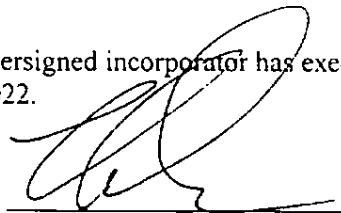
The names and addresses of the incorporator of the corporation are as follows:

Mark Welton, Esq. 1020 Ferdon Blvd. South, Crestview, FL 32536  
For Johan E. Henao, Director and CEO (Jay)

## **ARTICLE XIII - AMENDMENT OF ARTICLES**

These Articles of Incorporation may only be amended upon the unanimous vote of a 2/3 majority of the Board of Directors.

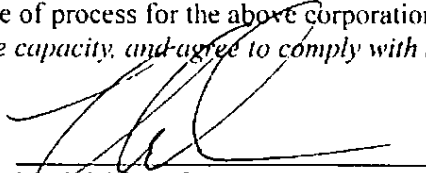
**IN WITNESS WHEREOF**, the undersigned incorporator has executed these articles of incorporation on this the 17<sup>th</sup> day of May, 2022.



Mark Welton as Counsel for Johan "Jay" Henao

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the above listed address. *I hereby consent to act in the capacity, and agree to comply with the provisions of the law relative to the registered agent.*

  
\_\_\_\_\_  
Mark Welton for  
Welton Law Firm, LLC