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FLORIDA PROFIT/NON PROFIT CORPORATION BAY HOPE CHURCH, INC.

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**ARTICLES OF INCORPORATION
OF
BAY HOPE CHURCH, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)**

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a not for profit corporation in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, for the sole purpose of organizing a non-profit corporation and to that end do hereby set forth the following:

ARTICLE I
NAME

The name of the corporation is **BAY HOPE CHURCH, INC.**, its principal and mailing address is 17030 Lakeshore Road, Lutz, Florida 33558 (the "**Corporation**").

ARTICLE II
NOT FOR PROFIT CORPORATION

This Corporation is organized as a not for profit corporation pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue Law or Laws (the "**Internal Revenue Code**").

ARTICLE III
PURPOSE

The Corporation shall be organized and shall be operated exclusively as a nonprofit, tax-exempt organization for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended, and shall be operated exclusively for the following exempt purposes:

(a) support the ministries and mission of the Corporation and its mission to glorify God and make disciples of Jesus Christ, equip and encourage its community of believers to live a life for the Glory of God;

(b) establish, foster and maintain a community of believers who are innovative risk-takers, praying and acting boldly, expecting God to create supernatural breakthroughs;

(c) encourage action-oriented servants, pushing through all obstacles to astonish people with the love of Jesus Christ through the ministries of the Corporation;

(d) encourage a community of believers to be adventurous givers, bravely sharing their resources to punch holes in the darkness with the light of Jesus Christ;

(e) establish a community of believers that relentlessly gives the very best of their time, resources and talents to honor God and inspire others to live a life as disciples and followers of Jesus Christ;

(f) to establish, foster and encourage a community believers to make outrageous investments in the next generation, raising spiritually heroic children and youth;

(g) to receive and administer funds for charitable, and religious purposes, and to that end to take title to and hold, by contract, bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal and mixed, without limitations as to amounts or value, except as to such limitations, if any, as may be imposed by law;

(h) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(i) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, may be used and distributed to organizations that qualify under Section 501(c)(3) of the Code;

(j) the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property; and

(k) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a not for profit corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended; provided, however, that such activities conform to the provisions of Section 501(c)(3) of the Code.

ARTICLE IV **MEMBERSHIP**

Section 1. Members. Members of the Corporation include those persons who have accepted Christ as their Savior, acknowledge and support the Corporation's Statement of Faith and meet the standard of membership set forth in the Bylaws.

Section 2. Actions Requiring Approval of Members.

- (a) The transfer by the Corporation of substantially all of its assets.
- (b) The merger of the Corporation into another entity, or of another entity into the Corporation, or the consolidation of the Corporation and any other entity; provided, however, that the merger of the Corporation with Van Dyke United Methodist Church, Inc. d/b/a Bay Hope Church ("Bay Hope Church") with the Corporation serving as the surviving entity has been authorized for approval and will not require a further vote and approval by the members. The filing of Articles of Merger is conditioned upon the approval of the terms of a Disaffiliation Agreement to be entered into by and between Bay Hope Church and The Florida Annual Conference of The United Methodist Church (the "Agreement") and completed pursuant to the terms of the Disaffiliation Agreement.
- (c) The liquidation or dissolution of the Corporation.

ARTICLE V
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Randy K. Sterns	1801 North Highland Avenue Tampa, Florida 33602

ARTICLE VI
OFFICIAL BOARD

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. The initial members of the Board of Directors are:

Jay Talley (Board Chair)
Matt Dargan (Finance Chairman)
Pete Cirak (HR Chairman)
Jared Crandon
Todd Ashcraft
Shafayet Imam
Cathy Bame
Steve Hejl
Steve Tamayo
Susie Grace
Sam Scott
Elizabeth Rommel
Jen Hall

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The initial members of the Board of Directors will serve the Corporation until their successors are duly elected and seated in the manner and for the terms prescribed in the Bylaws.

ARTICLE VII
AMENDMENTS

The Articles of Incorporation of this Corporation may be amended, altered or rescinded by the Board of Directors in a manner provided in the Bylaws.

ARTICLE VIII
BYLAWS

Subject to any limitations set forth in the Florida Not For Profit Corporation Act, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE IX
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE X
DISTRIBUTION OF ASSETS

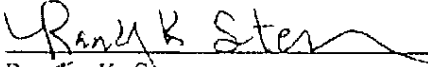
In the event of the dissolution of this Corporation, no funds shall be distributed, directly or indirectly, to any member, officer or director of the Corporation. After paying or making provisions for the payment of the liabilities of the Corporation, any funds remaining shall be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and distributed for the purposes for which the Corporation was organized.

ARTICLE XI
INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct.

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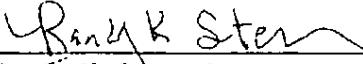
IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, for the purpose of forming this not for profit charitable corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 13th day of January, 2023.


Randy K. Sterns

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, *Florida Statutes*, **BAY HOPE CHURCH, INC.**, desiring to organize under the laws of the State of Florida, hereby designates BUSH ROSS REGISTERED AGENT SERVICES, LLC, as its Registered Agent for the purpose of accepting service of process within such State and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

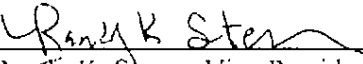
BAY HOPE CHURCH, INC.

By: 
Randy K. Sterns, Incorporator

ACKNOWLEDGMENT

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named corporation and agrees to act as such in accordance with the provisions of §§48.091 and 607.0505, *Florida Statutes*.

BUSH ROSS REGISTERED AGENT
SERVICES, LLC

By: 
Randy K. Sterns, Vice President