

N23000012187

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

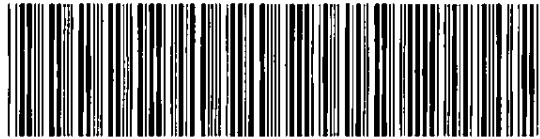
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

Office Use Only



000416767840

10/05/23--01035--003 **87.50

2022 OCT -5 1:17:11
Clerk

ma

COVER LETTER

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

SUBJECT: CENTER FOR SPIRITUAL LIVING FIRST CITY TEACHING CHAPTER 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: Sharon Cunningham
Name (Printed or typed)

375 Hefferon Drive
Address

Saint Augustine, FL 32084
City, State & Zip

~~904-495-0400~~ 904.535.6853
Daytime Telephone number

Shayheldeen375@gmail.com
E-mail address: (to be used for future annual report notification)

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

2022 OCT -5 PM

**ARTICLES OF INCORPORATION
OF
CENTER FOR SPIRITUAL LIVING FIRST CITY TEACHING CHAPTER INC.**
In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE 1 – NAME

Section 1.1. Name of Corporation. The name of the Corporation is **Center for Spiritual Living First City Teaching Chapter Inc.**

ARTICLE 2 – DURATION

Section 2.1. Duration of Corporation. The Corporation shall have perpetual existence.

ARTICLE 3 – PURPOSES AND POWERS

Section 3.1. Purposes. The Corporation is organized and shall be operated exclusively for religious and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the Corporation shall also include teaching, educating, and practicing the Science of Mind.

Section 3.2. Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3 below, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities, or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3. Restrictions On Powers.

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member of the Corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, any director or officer of the Corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no member of the Corporation which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, and no director or officer of the Corporation or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate 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.

(c) Upon dissolution of the Corporation, all of the Corporation's assets

and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property, and their respective shares and interests, shall be determined by the Corporation's Board of Directors (also known as the "Leadership Council").

(d) Notwithstanding any other provision of these 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 as an organization described in section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, if at any time the Corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

(1) The Corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

(2) The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

(3) The Corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

(4) The Corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(5) The Corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

(e) All references in these Articles of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE 4 – CORPORATION ADDRESS AND REGISTERED AGENT

Section 4.1. Principal Office. The street and mailing address of the initial principal office of the Corporation is the following:

**93D Orange Street
Saint Augustine, FL 32084**

Section 4.2. Registered Agent. The name and street and mailing address of the initial Registered Agent of the Corporation is the following:

**Sharon Cunningham
375 Hefferon Drive
Saint Augustine, FL 32084**

2022 OCT -5 PM 1:11

Section 4.3. Incorporator. The name and street and mailing address of the Incorporator is the following:

**Sharon Cunningham
375 Hefferon Drive
Saint Augustine, FL 32084**

ARTICLE 5 - MEMBERS

Section 5.1. Members. The Corporation shall have such classes of voting members as may from time to time be prescribed by its Bylaws or by the Leadership Council. The designation and voting powers of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations, and obligations shall be as provided from time to time in the Bylaws of the Corporation or by the Leadership Council. The Corporation shall have no capital stock. However, the Corporation may issue certificates evidencing membership therein.

ARTICLE 6 - BOARD OF DIRECTORS

Section 6.1. General. The management of the affairs of the Corporation shall be vested in a Board of Directors (also known as the "Leadership Council"), except as otherwise provided by Florida nonprofit corporation law, these Articles of Incorporation, or the Bylaws of the Corporation. The number of directors, their classifications, if any, and their terms of office and the manner of their election or appointment shall be as provided from time to time in the Bylaws of the Corporation.

Section 6.2. Liability of Members of the Board of Directors. No member of the Board of Directors shall be personally liable to the Corporation or to its members for monetary damages for breach of fiduciary duty as a member of the Board of Directors, except that the foregoing shall not eliminate or limit liability of a member of the Board of Directors to the Corporation or to its members for monetary damages for the following: (a) any breach of the member's duty of loyalty to the Corporation or to its members, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) any transaction from which the member directly or indirectly derived an improper personal benefit. If Florida nonprofit corporation law hereafter is amended to authorize the further elimination or limitation of the liability of members of the Board of Directors, then the liability of a member of the Board of Directors, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by Florida nonprofit corporation law. Any repeal or modification of this Section 6.2 shall be prospective only and shall not adversely affect any right or protection of a member of the Board of Directors existing at the time of such repeal or modification.

2022 OCT -5 PM 1

Section 6.3. Initial Board of Directors. The following individuals shall constitute the initial members of the Board of Directors (also known as the "Leadership Council"):

Sharon Cunningham, Director
375 Hefferon Drive
Saint Augustine, FL 32084

Kevin Spillane, Director
22 Linda Mar Drive
Saint Augustine, FL 32080

Bonnie Clark, Director
13 Clark Street
Saint Augustine, FL 32084

ARTICLE 7 - BYLAWS

Section 7.1. Bylaws. The initial Bylaws of the Corporation shall be as adopted by the Board of Directors. Except to the extent limited by Florida nonprofit corporation Law, the members of the Board of Directors shall have power to alter, amend, or repeal the Bylaws from time to time and adopt new Bylaws.

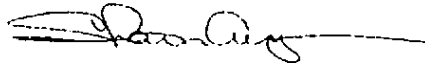
[This Area Intentionally Left Blank]

ARTICLE 8 - AMENDMENTS

Section 8.1. Amendments. The members of the Board of Directors shall have the power and authority at any time and from time to time to amend these Articles of Incorporation without member approval to the extent provided in Florida nonprofit corporation Law. In addition, these Articles of Incorporation may be amended in any other respect at any time and from time to time by action of the Board of Directors in the manner and to the extent provided by Florida nonprofit corporation Law.

Signature of Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

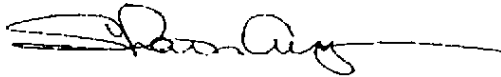


Signature of Registered Agent

15SEP23
Date

Signature of Incorporator

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Signature of Incorporator

15SEP23
Date

2022 OCT -5 PM 7:12
Page 4 of 4