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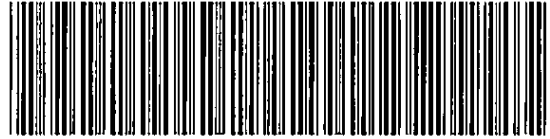
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## COVER LETTER

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

**SUBJECT:** ARETHA PEARCE SOARING MINISTRIES, 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:** Aretha Pearce  
\_\_\_\_\_  
Name (Printed or typed)

1801 Avenue M  
\_\_\_\_\_  
Address

Fort Pierce, FL 34950  
\_\_\_\_\_  
City, State & Zip

772-646-1132  
\_\_\_\_\_  
Daytime Telephone number

apsministries9@gmail.com

E-mail address: (to be used for future annual report notification)

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

8/16/11 11:13

**ARTICLES OF INCORPORATION  
OF  
ARETHA PEARCE SOARING MINISTRIES, INC.**

The undersigned, acting as incorporators of a corporation under the Not-for-Profit Corporation Act of the State of Florida, adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I – NAME AND PRINCIPAL OFFICE**

The name of the Corporation, hereinafter referred to as the "Corporation" is Aretha Pearce Soaring Ministries, Inc. The principal place of business and mailing address of the corporation is 1801 Avenue M, Fort Pierce, FL 34950.

**ARTICLE II – DURATION**

This Corporation shall exist perpetually, commencing at the time of filing these Articles with the Secretary of State of the State of Florida.

**ARTICLE III – NATURE OF ORGANIZATION**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, re-invest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received. These Articles of Incorporation, the By-laws of the Corporation, or any applicable laws, to do any purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers, except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the Federal Government, or State or Local Government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 IV- MEMBERSHIP**

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

#### **ARTICLE V- VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the members of the Corporation, and will be included in the by-laws.

#### **ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 1801 Avenue M, Fort Pierce, FL 34950 and the name of the initial Registered Agent for the Corporation at the address is Aretha Pearce.

#### **ARTICLE VII – TERRITORY**

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall be limited to such territory.

#### **ARTICLE VIII – INITIAL BOARD OF DIRECTORS**

The initial board of directors shall consist of at least three (3) members, who need not be residents of the State of Florida. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the persons who shall serve as directors of this corporation until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Aretha Pearce – President & Secretary  
1801 Avenue M, Fort Pierce, FL 34950

Ashaundria Greene – Vice President & Treasurer  
1801 Avenue M, Fort Pierce, FL 34950

Jerusha Terry  
1356 Strawberry Lane, West Palm Beach, FL, 33415

Zinne Kimbrough  
29732 Spring River Drive, Southfield, MI 48076

Moses Berrios  
8978 102nd Avenue, Vero Beach, FL 32967

Michael Pearce  
95-644 Wikao Street, Apt L103, Mililani, HI 96789

Diane Essien  
7120 NE 22nd Avenue, Portland, OR 97211

Valerie Nunez  
1571 Roxbury CT NE, Palm Bay, FL 32905

Sherlene Moffett Miller  
8301 NE Beech St, Apt3, Portland, OR 97220

#### **ARTICLE IX – INCORPORATOR**

The name and address of the incorporator is as follows:

Aretha Pearce - 1801 Avenue M, Fort Pierce, FL 34950.

#### **ARTICLE X – LIMITATION OF LIABILITY**

Each director and officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, or officer may be entitled as a matter of law.

#### **ARTICLE XI – SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation is or are interested in a contract or transaction, or are directors or officers of any corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

#### **ARTICLE XII – BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of Directors and the members.

#### **ARTICLE XIII – CALLING OF SPECIAL MEETINGS**

Special meetings of members may be called by the Board of Directors of the corporation.

#### **ARTICLE XIV – MEMBERS QUORUM AND VOTING**

Fifty-one percent (51%) of membership entitled to vote, represented in person, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of fifty-one (51%) of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members.

#### **ARTICLE XV – INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XVI – AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 28<sup>th</sup> day of November, 2023.


Incorporator:

Aretha Pearce  
Aretha Pearce

STATE OF FLORIDA  
COUNTY OF St. Lucie County

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared: Aretha Pearce  
Known to me to be the persons who executed the foregoing articles of incorporation and they acknowledge before me that they executed those articles of incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal or stamp in the State and County aforesaid this 28<sup>th</sup> day of November, 2023.

 SHATONYA BRADLEY  
Notary Public  
State of Florida  
Comm# HH235854  
Expires 3/3/2026  
\_\_\_\_\_  
Notary Public  
State of Florida  
My Commission Expires: \_\_\_\_\_

**CERTIFICATE OF DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT**

**ARETHA PEARCE SOARING MINISTRIES, INC.**

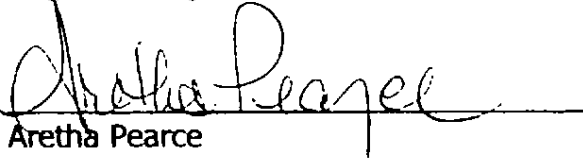
The following is submitted in compliance with the laws of the State of Florida.

**Aretha Pearce Soaring Ministries, Inc.**, a not-for-profit corporation organizing under the laws of the State of Florida, with its principal office located at 1801 Avenue M, Fort Pierce, FL 34950, hereby designates Aretha Pearce, whose address is 1801 Avenue M, Fort Pierce, FL 34950, as its agent at that address to accept service of process within this State.

**ACCEPTANCE**

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

Registered Agent:

  
Aretha Pearce

STATE OF FLORIDA  
COUNTY OF St. Lucie County

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared: Aretha Pearce, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he/she has executed the same for the purposes expressed therein.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal or stamp in the State and County aforesaid this 28<sup>th</sup> day of November, 2023.

Notary Public  
State of Florida  
My Commission Expires



SHATONYA-BRADLEY  
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Expires 3/3/2026



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No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the

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Aretha Pearce  
Aretha Pearce

STATE OF FLORIDA  
COUNTY OF St. Lucie County

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Notary Public  
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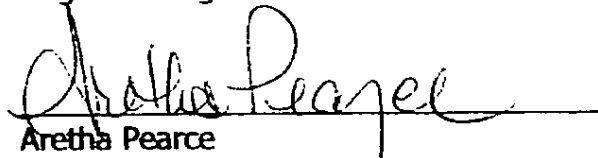
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Aretha Pearce

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Notary Public  
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My Commission Expires



SHATONYA BRADLEY  
Notary Public  
State of Florida  
Commission #RPZ35854  
Expires 3/3/2026