

N24000001624

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

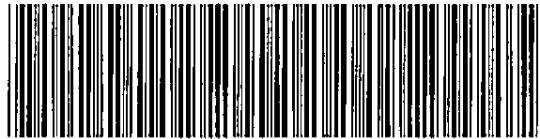
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200421353332

01/10/24--01017--005 **70.00

FILED
2024 JAN 10 AM 10:52



ATTORNEYS & COUNSELORS
ESTABLISHED 1925

ROBERT E. ZIEGLER(1929-2018)
J. PATRICK DYAL⁶
ROMNEY C. ROGERS⁶⁰
MARK F. BOOTH
ROMNEY C. (CAM) ROGERS, JR⁶⁰⁰

⁶ RETIRED
⁶⁰ ALSO ADMITTED TO GEORGIA BAR
⁶⁰⁰ LL.M. IN ESTATE PLANNING

December 27, 2023

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

Re: Articles of Incorporation of First Baptist Church Fort Lauderdale Campus, Inc.

Dear Sir or Madam:

Enclosed you will find the original plus one copy of the Articles of Incorporation of First Baptist Church Fort Lauderdale Campus, Inc., along with our check in the amount of \$70.00 representing the Filing Fee (\$35) and Designation of Registered Agent fee (\$35) for this new not-for-profit corporation.

Please return a date-stamped copy of the Articles of Incorporation to the undersigned using the enclosed self-addressed, stamped envelope.

If you require anything further to register this new corporation, please call me at 954-400-4115. Thank you.

Very truly yours,

ROGERS, MORRIS & ZIEGLER LLP

Romney C. Rogers

RCR/lp
Enclosures

REC'D JAN 10 AM 10:53
FILED

ARTICLES OF INCORPORATION
OF
FIRST BAPTIST CHURCH FORT LAUDERDALE CAMPUS, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a Corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation to become effective January 1, 2024:

ARTICLE I: NAME

The name of this Corporation shall be FIRST BAPTIST CHURCH FORT LAUDERDALE CAMPUS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 301 East Broward Boulevard, Ft. Lauderdale, FL 33301.

ARTICLE III: PURPOSE

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and in particular:

1. to operate exclusively for the benefit of Church by the Glades Inc. d/b/a/ First Baptist Fort Lauderdale (sometimes referred to herein as FBFTL).
2. to assist in and contribute to the growth and development of the ministries and activities of FBFTL;

2024 JAN 10 AM 10:53
FILED

3. to own, manage and operate the real property used by FBFTL and all real property leased to any other entity for the benefit of FBFTL.

4. to make distributions to FBFTL for its religious, charitable and educational purposes, determined from time to time by the Board of Directors of the Corporation, in their sole and exclusive discretion; and

5. to engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

**ARTICLE IV: INITIAL REGISTERED
OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1401 East Broward Boulevard, Suite 300, Ft. Lauderdale, FL 33301. The name of the initial registered agent of this Corporation at that address is Romney C. Rogers.

ARTICLE V: RESTRICTIONS

A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

2024 JAN 10 AM 10:53
STATE
FILED

C. No Political Campaigning. 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.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI: DIRECTORS

A. Number. The Directors of the Corporation shall consist of not fewer than three (3) Directors and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. Initial Directors. The initial Board of Directors are as follows:

Jose Paes-Leme
301 East Broward Boulevard
Ft. Lauderdale, FL 33301

Raul Palacios
301 East Broward Boulevard
Ft. Lauderdale, FL 33301

Romney C. Rogers
301 East Broward Boulevard
Ft. Lauderdale, FL 33301

C. Powers. The Board of Directors shall govern the Corporation and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

D. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

2024 JAN 10 AM 10:53
FILED
DATE

E. Election. The method of electing or appointing the Board of Directors shall be contained in the Bylaws.

ARTICLE VII: INCORPORATOR

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

Romney C. Rogers Esq.
1401 East Broward Boulevard, Suite 300
Fort Lauderdale, FL 33301

ARTICLE VIII: DISSOLUTION

The Corporation cannot be dissolved without the unanimous vote of both the Board of Directors of the Corporation and the Corporations sole member by way of a vote of its Leadership Council. Upon the dissolution of the Corporation, assets shall be distributed to Church by the Glades Inc., a Florida Not-For-Profit corporation, and if that entity is no longer in existence as an entity described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, then one or more organizations that are Baptist Churches and/or which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or pursuant to law, the only other recipient of a dissolved 501(c)(3) assets shall be the Federal Government, or a state or local government, for a public purpose.

ARTICLE IX – MEMBERS

The sole member and the sole voting member, subject to provisions of the Bylaws of the Corporation, shall be Church by the Glades Inc. or its successor.

2024 JAN 10 AM 10:53
STATE

FILED

ARTICLE X – POWERS

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the 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 under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

ARTICLE XI – LIMITATION OF LIABILITY

A. Limitation. The personal liability is hereby eliminated entirely of a director to the Corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any excise

2024 JUN 10 AM 10:53
STATE
FILED
FILED

prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

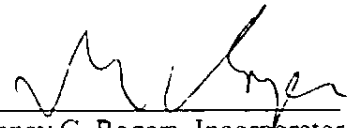
B. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of the Articles of Incorporation when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

FILED
2024 JAN 10 AM 10:53
CLERK OF DISTRICT COURT
STATE OF FLORIDA

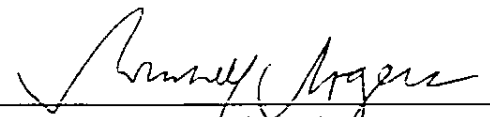
The undersigned incorporator has made and subscribed these Articles of Incorporation this 29th day of December, 2023.


Romney C. Rogers, Incorporator

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above-mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of. §607.0505 of the Florida Statutes.

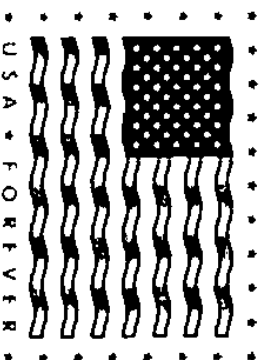
Done this 29th day of December, 2023.


Romney C. Rogers, Registered Agent

FILED
2024 JAN 10 AM 10:53
STATE

Rogers, Morris & Ziegler LLP
401 E Broward Blvd . Suite 300
Fort Lauderdale, FL 33301-2116

ROMNEY C. ROGERS, ESQ
Rogers, Morris & Ziegler, LLP
1401 East Broward Blvd., #300
Fort Lauderdale, Florida 33301



ARTICLES OF INCORPORATION
OF
FIRST BAPTIST CHURCH FORT LAUDERDALE CAMPUS, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a Corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation to become effective January 1, 2024:

ARTICLE I: NAME

The name of this Corporation shall be FIRST BAPTIST CHURCH FORT LAUDERDALE CAMPUS, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 301 East Broward Boulevard, Ft. Lauderdale, FL 33301.

ARTICLE III: PURPOSE

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and in particular:

1. to operate exclusively for the benefit of Church by the Glades Inc. d/b/a/ First Baptist Fort Lauderdale (sometimes referred to herein as FBFTL).
2. to assist in and contribute to the growth and development of the ministries and activities of FBFTL;

FILED
2024 JAN 10 AM 10:53
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
FORT LAUDERDALE, FLORIDA

3. to own, manage and operate the real property used by FBFTL and all real property leased to any other entity for the benefit of FBFTL.

4. to make distributions to FBFTL for its religious, charitable and educational purposes, determined from time to time by the Board of Directors of the Corporation, in their sole and exclusive discretion; and

5. to engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

**ARTICLE IV: INITIAL REGISTERED
OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1401 East Broward Boulevard, Suite 300, Ft. Lauderdale, FL 33301. The name of the initial registered agent of this Corporation at that address is Romney C. Rogers.

ARTICLE V: RESTRICTIONS

A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

2024 JAN 10 AM 10:53
FILED
STATE

C. No Political Campaigning. 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.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI: DIRECTORS

A. Number. The Directors of the Corporation shall consist of not fewer than three (3) Directors and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. Initial Directors. The initial Board of Directors are as follows:

Jose Paes-Leme
301 East Broward Boulevard
Ft. Lauderdale, FL 33301

Raul Palacios
301 East Broward Boulevard
Ft. Lauderdale, FL 33301

Romney C. Rogers
301 East Broward Boulevard
Ft. Lauderdale, FL 33301

C. Powers. The Board of Directors shall govern the Corporation and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

D. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

FILED
2020 JAN 10 AM 10:53
STATE

E. Election. The method of electing or appointing the Board of Directors shall be contained in the Bylaws.

ARTICLE VII: INCORPORATOR

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

Romney C. Rogers Esq.
1401 East Broward Boulevard, Suite 300
Fort Lauderdale, FL 33301

ARTICLE VIII: DISSOLUTION

The Corporation cannot be dissolved without the unanimous vote of both the Board of Directors of the Corporation and the Corporations sole member by way of a vote of its Leadership Council. Upon the dissolution of the Corporation, assets shall be distributed to Church by the Glades Inc., a Florida Not-For-Profit corporation, and if that entity is no longer in existence as an entity described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, then one or more organizations that are Baptist Churches and/or which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or pursuant to law, the only other recipient of a dissolved 501(c)(3) assets shall be the Federal Government, or a state or local government, for a public purpose.

ARTICLE IX – MEMBERS

The sole member and the sole voting member, subject to provisions of the Bylaws of the Corporation, shall be Church by the Glades Inc. or its successor.

FILED
2024 JAN 10 AM 10:53
STATE OF FLORIDA

ARTICLE X – POWERS

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the 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 under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

ARTICLE XI – LIMITATION OF LIABILITY

A. Limitation. The personal liability is hereby eliminated entirely of a director to the Corporation for monetary damages for breach of duty of care or other duty as a director, provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any excise tax

FILED
JUN 10 AM 10:53

prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

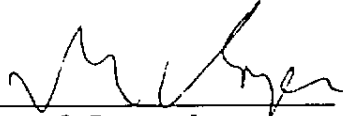
B. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of the Articles of Incorporation when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

FILED
2024 JAN 10 AM 10:53
STATE
PL

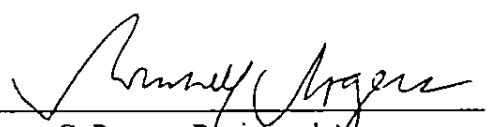
The undersigned incorporator has made and subscribed these Articles of Incorporation this 28th day of December, 2023.


Romney C. Rogers, Incorporator

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above-mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §607.0505 of the Florida Statutes.

Done this 28th day of December, 2023.


Romney C. Rogers, Registered Agent

FILED
2024 JAN 10 AM 10:54
STATE OF FLORIDA
TALLAHASSEE, FL