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# ARTICLES OF INCORPORATION FOR Church of The Commons, Inc.

### **Preliminary Organization Statements**

- 1. The name of the corporation is Church of The Commons, Inc.
- 2. The Articles of Incorporation were unanimously approved by the Board of Trustees of the Corporation on February 10, 2023.
- 3. The effective date of these Articles of Incorporation shall be upon filing thereof with the Florida Department of State Corporations Division.
- 4. Capitalized terms not defined herein shall be defined in the Corporation's Bylaws.

#### **ARTICLE ONE-NAME**

The name of the Corporation is Church of The Commons, Inc.

#### **ARTICLE TWO-PURPOSES**

The purposes for which the Corporation is organized are:

Religious, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding Section of any future United States Internal Revenue law), including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding Section of any future United States Internal Revenue law).

The Corporation shall promote, encourage, foster, and engage in the dissemination of religious and moral teaching and instruction for the support of public and worldwide worship in accordance with the teachings of Jesus Christ as revealed and found in the Holy Bible (Old and New Testament- the Books of Genesis through Revelation), through all legitimate means, by serving as a church. In general, the church shall have the power and authority to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to; those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from

federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any its funds, property, or income be used, in carrying on propaganda or otherwise to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities. The Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, sex, or age.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to a Member, officer, Trustee. Creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

It is the specific intention of the Corporation that the purposes and application of the Corporation be as broad as permitted by the Florida Not For Profit Corporations Act, Section 617.0301, Florida Statutes, but only to the extent that the Corporation qualifies as a tax-exempt organization within the meaning pf Section 501(c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended.

#### ARTICLE THREE-POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

#### **ARTICLE FOUR-MEMBERS**

Any individual may become a Member of Church of The Commons, Inc. regardless of race or nationality. To attain membership an individual must subscribe to the teachings of the Holy Bible in both form and practice. This includes believing that Jesus Christ is the Son of God, repenting of prior sins, being baptized into Christ, and continuing to accept Jesus Christ as the Lord of one's life and being acknowledged by the Elders of the Church to be a Member of the Church, or if no Elders exist, as carried on the Church Records as Members for at least 90 days. Voting rights of the Members shall be as provided in the Bylaws of the Corporation.

A Member shall automatically cease to be a Member of the Corporation when he or she ceases to be actively involved in the work and worship of Church of The Commons, Inc. for any reason, or if an individual is no longer recognized as a Member by the Elders or in the event that no Elders exist by a majority of the Members who have been shown on the Church Records for at least 90 days.

#### ARTICLE FIVE-TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE SIX-OFFICERS, TRUSTEES, AND ELDERS

The affairs of the Corporation shall be managed by the Elders of the Church, if the Corporation has selected Elders who are then serving. The Elders may delegate specific responsibilities to a Board of Trustees consisting of not less than three (3) and not more than nine (9) persons as set forth in the By-Laws. In the absence of Elders, the affairs of the Corporation shall be managed by the Board of Trustees. The Elders shall be selected by a process based in Scripture and established by the Church Pastor and existing Elders, if any, or the existing Board of Trustees if there are no Elders existing. Elders may be removed according to Scripture. The number of Trustees and the manner of their election, term of office, and removal shall be set forth in the Bylaws of the Corporation.

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and, at the discretion of the Board of Trustees, a Chairman of the Board. The initial officers shall be selected and established by the Trustees, with each officer accepting his or her office by written acceptance attached to the minutes of the first meeting of the Board of Trustees. The manner of future election and removal of officers shall be set forth in the Bylaws of the Corporation. Officers may be re-elected to serve subsequent terms of office.

#### ARTICLE SEVEN-NAMES OF OFFICERS

<u>Office</u>	<u>Name</u>
President	Clinton B. Harrison
Vice-President	Kyle A. Carden
Secretary	Nicole R. McMurray
Treasurer	Richard H. Lee
Chairman of Board of Trustees	Clinton B. Harrison

#### **ARTICLE EIGHT-BOARD OF TRUSTEES**

The number of person constituting the Board of Trustees shall be three (3). The names and addresses of the persons elected to serve as Trustees until the next election pursuant to these Article of Incorporation are as follows:

<u>Name</u>	Address
Clinton B. Harrison	625 Red Maple Court Oviedo, FL 32765
Richard H. Lee	1055 Brumley Road Chuluota, FL 32766-9185
Nicole R. McMurray	758 Seneca Meadows Road Winter Springs, FL 32708

#### **ARTICLE NINE-BYLAWS**

The Bylaws of the Corporation shall be initially approved by majority vote of the Board of Trustees. The Bylaws may be amended, altered, or repealed, from time to time, in whole or in part, by majority vote of the Board of Trustees then in office subject to the approval of the Church Elders, if any. Any Bylaw provision that requires the vote of a larger proportion of, or all of the Trustees than is otherwise required by the Florida Not For Profit Corporation Act, shall not be altered, amended, or repealed except by the greater vote.

## ARTICLE TEN-AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provisions contained in theses Articles of Incorporation or any amendment thereto. Said-Amendment shall be prepared and approved by a two-thirds (2/3) majority vote of the Board of Trustees of the Corporation and then by a two-thirds (2/3) majority vote of Elders of the Corporation, if any are then serving. No amendment shall-be

allowed which would in any way jeopardize the Corporation's tax exemption under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

#### ARTICLE ELEVEN-DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to Grace Orlando church or other church based upon the same founding principles that is organized and operated exclusively for religious purposes and is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or net earnings, current or accumulated, of the Corporation shall inure or be distributed for the benefit or to a private individual.

#### ARTICLE TWELVE-REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is:

1001 Town Plaza Court Suite 1001C Winter Springs, FL 32708

The name of the registered agent of this Corporation is:

Clinton B. Harrison

# ARTICLE THIRTEENCORPORATION'S PRINCIPLAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

1001 Town Plaza Court Suite 1001C Winter Springs, FL 32708

(SIGNATURE PAGE FOLLOWS)

IN WITNESS WHEROF, the undersigned has executed these Articles of Incorporation on behalf of the Corporation this 10th day of February, 2023.

President, Clinton B. Harrison

STATE OF FLORIDA COUNTY OF SEMINOLE

The foregoing Articles of Incorporation were acknowledged before me this 10th day of February, 2023 by Clinton B. Harrison, (President).

\_) who is personally known to me or ( ) who produced a current Florida

Driver's License as identification and who did not take an oath.

(AFFIX NOTARY SEAL)

CHRISTOPHER J. BROWN Commission # HH 075693 Expires January 3, 2025

Notary Public, State of Florida

MRISTIPHEN J. BRAUM Printed Name of Notary

Date Commission Expires

## CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation. Hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

Signed this 10th day of February, 2023.

Clinton B. Harrison

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