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## FLORIDA PROFIT/NON PROFIT CORPORATION

Friends of BCC Media, Inc.

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Corporate Filing Menu

Help

2024 Mar 20 PM 4:01  
2024 Mar 20 PM 3:26

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FAN: H24000106340 3

**STATE OF FLORIDA  
CORPORATION NOT FOR PROFIT  
ARTICLES OF INCORPORATION  
OF  
FRIENDS OF BCC MEDIA, INC.**

The undersigned acting as incorporators of a corporation under Chapter 617, Florida Statutes, as amended (the "*Act*"), adopt the following Articles of Incorporation for Bible for such corporation:

FIRST: Name. The name of the corporation (the "*Corporation*") is:

"Friends of BCC Media, Inc."

SECOND: Principal Office. The mailing address and street address of the principal office of the Corporation is:

1680 Michigan Avenue, Suite 700 #1017  
Miami Beach, FL 33139

THIRD: Duration. The period of its duration is perpetual.

FOURTH: Purpose. The Corporation is organized and shall be operated exclusively for charitable, religious, scientific and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to: empowering churches, prison ministries, schools, and individuals globally to make accessible the message of the Bible, particularly to children and youth worldwide, in a contemporary and age-appropriate manner by supporting, accelerating and expanding new and existing educational media projects focused on bringing the Bible to life through technology and digital media, including to provide financial support to leading worldwide non-profits in furtherance of such purpose, and any and all related charitable purposes. The Corporation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except as permitted under the Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in the Act, or any successor provisions thereto.

FIFTH: Exempt Status. Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The Corporation shall be a not-for-profit corporation and shall have no authority to issue capital stock.

(b) The Corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its board of directors (the "*Board of Directors*").

FAN: H24000106340 3

(c) The affairs and business of the Corporation shall be managed by the Board of Directors, which shall have at least three (3) directors (each, a "*Director*"). Each Director shall have one vote. The Board of Directors and officers of the Corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the bylaws of the Corporation.

(d) Without in any way limiting the foregoing, the Corporation shall have those powers granted by the Act.

(e) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any member, officer or Director of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth; and no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the bylaws of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Except as otherwise provided by law, the Corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors. Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation or due provision therefor, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event the Corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the bylaws of the Corporation, the following provisions shall apply for the period in which the Corporation is so deemed:

(i) The Corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

FAN: H24000106340 3

(h) Except as may otherwise be required by law, the Corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

SIXTH: Initial Directors. The following are the names and addresses of each initial Director:

Barry Coutts	5615 Kizer Lane Springfield, OH 45502
Michele Scanlan	6770 Indian Creek Drive Apt 110 Miami Beach, FL 33141
John Gibson	138 Creek Hollow Drive Woodstock, GA 30188

SEVENTH: Registered Agent. The name and street address of the registered agent is:

Nason Yeager Gerson Harris & Fumero, P.A.  
3001 PGA Boulevard, Suite 305  
West Palm Beach, FL 33407

EIGHTH: Incorporator. The name and address of the incorporator to these Articles of Incorporation is:

Nason Yeager Gerson Harris & Fumero, P.A.  
3001 PGA Boulevard, Suite 305  
West Palm Beach, FL 33407

NINTH: Indemnification. Each person (including here and hereinafter: the heirs, executors, administrators, or estate of such person) (a) who is or was a member, Director, advisor, trustee or officer of the Corporation, (b) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is, or was serving at the request of the Corporation as its representative in the position of a member, Director, advisor, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that

FAN: H24000106340 3

it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs and expenses, including attorney fees, asserted against him or her or incurred by him or her in his or her capacity as such member, Director, advisor, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the Corporation would have the legal power to directly indemnify him or her against such liability.

Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in paragraph 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of any Director or advisor of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each director, advisor and officer and employee of the Corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

*Having been named as registered agent and 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.*

NASON YEAGER GERSON HARRIS & FUMERO, P.A.

By:   
Philip M. DiCorno, Esq.

Date: March 20, 2024

*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.*

NASON YEAGER GERSON HARRIS & FUMERO, P.A.

By:   
Philip M. DiCorno, Esq.

Date: March 20, 2024

2024 MAR 20 PM 3:26  
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