

N25000005318

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

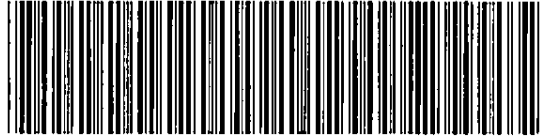
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

N25000035692

Office Use Only



900445986489

03/05/25--01026--003 \$70.00

FILED
2025 APR -7 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 17, 2025

DENEEN WADE
611 S. MAIN STREET
SUITE 500
GRAPE VINE, TX 76051 US

SUBJECT: ZOE CHURCH, INC.
Ref. Number: W25000035692

2025 APR -7 PM 3:30

RECEIVED

We have received your document for ZOE CHURCH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Only recieved 6 of 7 pages. Please check page count.

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Rickey L Richardson
Regulatory Specialist II

Letter Number: 125A00005669

March 31, 2025

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

RE: Zoe Church, Inc. ref # w25000035692

Hello,

Please find our corrected Articles of Incorporation to include the correct page count and the necessary addresses. Also enclosed is the rejection letter. Thanks.

Sincerely,



Deneen Wade, Paralegal
deneen@thechurchlawyers.com

ZOE CHURCH, INC.
Articles of Incorporation

Zoe Church, Inc. ("Church") hereby adopts the following Articles of Incorporation for such Church pursuant to the provisions of Florida Not For Profit Corporation Act, Title 36, Chapter 617 of the Florida Statutes, as amended ("Act").

ARTICLE 1
NAME, PRINCIPAL,
AND MAILING ADDRESSES

The filing entity is a Church, a religious nonprofit corporation, organized under the laws of Florida. The name of the Church is Zoe Church, Inc. The principal address and mailing address of the Church is 6531 Lazar Lane, Panama City, FL 32404

ARTICLE 2
NONPROFIT CORPORATION

The Church is a religious nonprofit corporation organized under the Act and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Church shall neither have nor exercise any power nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws ("Internal Revenue Code of 1986").

ARTICLE 3
AUTONOMY

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other Churches in world missions and otherwise, this Church may voluntarily affiliate with any Churches of like precious faith.

ARTICLE 4
DURATION

The period of the Church's duration is perpetual, notwithstanding subsequent action by the Board of Directors.

FILED

2025 APR - 7 PM 3:52

SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE 5 PURPOSES

The Church is formed for any lawful purpose or purposes not expressly prohibited under Title 36, Chapter 617 of the Act, including any purpose described by Title 36, Chapter 617, Section 617.0301 of the Act. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

- (a) Minister the Word of God;
- (b) Conduct regular religious worship services through various forms of ministries;
- (c) Promote and encourage, through ministries of the Church, cooperation with other organizations ministering within the community;
- (d) Spread the Word of the Gospel by ministering to all through seminars, radio, television, and other forms of mass media;
- (e) Conduct a local and international Church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all of the provisions as set forth in the Bible;
- (f) Maintain local Church and missionary facilities to propagate the Gospel of Jesus Christ both at home and in foreign lands and to support and send missionaries throughout the world;
- (g) Conduct a school for ministers and leaders;
- (h) License and ordain qualified individuals including graduates of ministerial schools;
- (i) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Florida and elsewhere around the world; and
- (j) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The Church is also organized to promote, encourage, and foster any other similar religious, charitable, and educational activities; to accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 6

POWERS AND RESTRICTIONS

Except as otherwise provided in these Articles of Incorporation and the Bylaws, and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out are limited and restricted in the following manner:

(a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church 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. Notwithstanding any other provisions of these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws;

(b) In the event this Church is in any one (1) year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as

defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws;

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church's religious, charitable, or educational purposes.

ARTICLE 7 DISSOLUTION

Upon the dissolution of the Church, the Church shall, after paying or making provision for payment of all the liabilities of the Church distribute all of the assets of the Church to any organization designated by the Board of Directors of the Church which is of similar mission, order, and exemption from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future tax law of the United States).

ARTICLE 8 MEMBERSHIP

The Church shall have no corporate members pursuant to the Act. The Church and the management of its affairs shall be vested in the Board of Directors. The Church may offer non-corporate "membership," granting the right of affiliation with the Church without conveying any corporate rights or responsibilities. The Board of Directors may adopt and amend application procedures for non-corporate membership in the Church. Non-corporate members are not entitled to vote in person, by proxy, or otherwise.

ARTICLE 9 REGISTERED OFFICE AND AGENT

The street address of the registered office of the Church is 6531 Lazar Lane, Panama City, Florida 32404. The name of the registered agent at this office is Jonathan Luke Gladwin.

ARTICLE 10 INITIAL BOARD OF DIRECTORS

Plenary power to manage and govern the affairs of the Church is vested in the Board of Directors ("Board of Directors") of the Church. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Church shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Church, as deemed appropriate from time to time.

The initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased pursuant to the Bylaws. The number of Directors may not be

decreased to less than three (3). Directors need not be residents of Florida. The Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
Timothy Gene Brannon	6531 Lazar Lane Panama City, FL 32404
William L. Douglas, II	6531 Lazar Lane Panama City, FL 32404
Aaron Thomas Burke	6531 Lazar Lane Panama City, FL 32404
Melissa A. Gladwin	6531 Lazar Lane Panama City, FL 32404

FILED
2025 APR - 7 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLE 11 INDEMNIFICATION

Except as may be defined and limited by the Code and Bylaws, the Church may, but is not required to, indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Church. The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article 11.

ARTICLE 12 LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Church for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 13 CONSTRUCTION

All references in these Articles of Incorporation to laws, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 14 AMENDMENT

as provided in the Bylaws, unless otherwise prescribed pursuant to applicable mandatory provision of the Act.

CERTIFICATE OF AUTHORIZED OFFICER

These Articles of Incorporation, as set forth above, were approved and adopted unanimously by the Board of Directors of the Church on the 19th day of February, 2025.

IN WITNESS HEREOF, the below named authorized corporate officer of the Church executes these Articles of Incorporation on this 19th day of February, 2025.

By: Jonathan Luke Gladwin

Name: Jonathan Luke Gladwin

Title: Chief Executive Officer
Senior Pastor

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.

Jonathan Luke Gladwin
Jonathan Luke Gladwin

2/19/25
Date

FILED
2025 APR -7 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FL