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Corporate Offices

Prophecy Countdown, Inc.
A Florida Corporation Not-for-Profit

John Osborne
Founder & Speaker

Kathleen Greenfield
Chairman & Chief Executive Officer

Dianne Osborne
President

Patricia Edwards
Secretary & Treasurer

Post Office Box 1844
Mount Dora, Florida 32757

1701 Robie Avenue
Mount Dora, Florida 32757

Telephone (800) 1115-LOVE
Facsimile Transmission (904) 735-4055

March 16, 1995&

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-03/29/95--01012--014
****122.50 ****122.50

Re.: *Incorporation of Back to the Garden, Inc.*

Gentlemen:

Enclosed please find:

- (a) Three sets of articles of incorporation, including self contained registered agent appointments, for the above referenced corporation, one for filing and two to be returned to us bearing recording notations.
- (c) A check in the amount of \$270 covering the costs of filing the corporate documents and designating the registered agent.

If you have any questions or comments, please contact the undersigned.

Very truly yours

Prophecy Countdown, Inc.

Patricia Edwards
Patricia Edwards
Secretary

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B. REGISTER MAR 22 1995

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TALLAHASSEE FLORIDA

Prophecy Countdown, Inc.

Prophecy Countdown, Inc.

A Global Broadcast Ministry Supported By
Historic Seventh-day Adventists Everywhere!

Phone
1-800-HIS LOVE • (904) 735-1844
FAX
(904) 735-4055
Mailing Address
P.O. Box 1844 • Mt. Dora, FL 32757
Street Address
1701 Robie Ave. • Mt. Dora, FL 32757

March 22, 1995

DEPARTMENT OF STATE
Division of Corporations
ATTN: Beth Register
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Back to the Garden, Inc.

Dear Ms. Register:

Enclosed is check #111 in the amount of \$122.50 to replace check #109 dated March 17, 1995 in the amount of \$270.00.

Please return check #109, addressed to my attention at the following address:

Back to the Garden, Inc.
P.O. Box 1844
Mount Dora, FL 32757

Thank you.

Returned
3/27/95

Kathleen
Kathleen Greenfield
Chairman of the Board

KG/ac

enclosure

**Articles of Incorporation
of
Back to the Garden, Inc.**

THE UNDERSIGNED, for the purpose of forming a corporation not for profit pursuant to Chapters 607 and 617, Florida Statutes, do hereby adopt the following Articles of Incorporation:

WITNESSETH:

**ARTICLE I
NAME**

The name of this corporation is Back to the Garden, Inc.

**ARTICLE II
DURATION**

Back to the Garden, Inc. (hereinafter referred to as the "Association") shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III
PURPOSES**

The purposes for which this Association is organized are exclusively scientific, literary, educational, and the promotion of human rights within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code.

The Association is a health education ministry which encompasses many aspects of Christian health related matters. One focus will be development, production and broadcast of half hour television cooking programs to be aired on satellite cable television programs and through short-wave radio. Other areas of emphasis will be health and nutrition lectures to be broadcast and open to the public in the Central Florida area as a community service. There will be cooking schools and seminars conducted in an atmosphere of a hygienic restaurant in the Prophecy Countdown, Inc. (the Association's parent), community service room, which is

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TALLAHASSEE, FLORIDA

open to Prophecy Countdown, Inc.'s constituency and seminar participants. The Association will include a full line health food store, a bakery and food production facility, as well as a cafe which will serve as a source of healthy products to Prophecy Countdown, Inc.'s constituency and to participants attending the cooking schools, lectures and seminars.

Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV **MEMBERSHIP**

This Association is organized on a non-stock basis. Its only member is Prophecy Countdown, Inc., a Florida corporation not-for-profit qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V **INITIAL REGISTERED OFFICE** **REGISTERED AGENT & PRINCIPAL ADDRESS**

5.1 Registered Office & Registered Agent,

The street address of the initial registered office of this Association is 1701 Robie Avenue; Mount Dora, Florida 32757, and the name of the initial registered agent of this Association at such address is Patricia Edwards. By execution of this instrument, Patricia Edwards, hereby represents that:

HAVING BEEN NAMED AS A REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION NOT FOR PROFIT AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

5.2 Principal Office, Mailing Address and Telephone Number

- (a) The Association's initial principal office address will be its registered office.
- (b) The Association's initial mailing address will be Post Office Box 1844; Mount Dora, Florida 32757.

- (c) The Association's initial telephone number will be (904) 735-1844

ARTICLE VI
CORPORATE GOVERNANCE

6.1 Board of Directors

- (a) The business affairs of this Association shall be managed by a Board of Directors. This Association shall have four Directors initially. The number of Directors may be either increased or diminished from time to time in such manner as may be established in the Association's Bylaws, but shall never be less than three nor may such a reduction result in the removal of a sitting director.

- (b) The names and addresses of the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Dianne I. Osborne	41329 Silver Drive; Umatilla, Florida 32784;
John W. Osborne	41329 Silver Drive; Umatilla, Florida 32784;
Kathleen H. Greenfield	2112 Plymouth-Sorrento Road; Apopka, Florida 32712; and
Patricia A. Edwards	25438 Pine Valley Road; Sorrento, Florida 32766.

- (c) The Association's Board of Directors shall meet at least quarterly during each quarter of the calendar year. Members of the Association's Board of Directors may attend meetings in person or by proxy given to another serving member of the Board of Directors. Meetings may also be conducted by teleconference or other means of communication whereby each member of the Board of Directors may simultaneously communicate with the other members thereof.
- (d) The persons to serve as members of the Association's Board of Directors after the expiration of the terms of the initial Directors shall be designated annually by the Association's Member, for the following year. The newly elected Directors will assume their offices immediately following their election, whereupon the new Board of Directors shall hold an organizational meeting at which elections for the Association's Officers will be held and such other business shall be conducted as may be deemed appropriate.
- (e) Directors may be removed with or without cause, only by the Member.
- (f) *Notwithstanding anything to the contrary in these Articles of Incorporation*, the Board of Directors shall have all powers required under the Internal Revenue Code of 1986, as amended, or any successor legislation, in order to meet applicable restrictions over

control of finances required so that the income of this corporation-not-for-profit shall not be attributable to its Member.

6.3 **Officers**

(a) **Election; Number; Terms of Office**

The officers of the Association shall consist of a President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors at the organizational meeting of the Board of Directors following their designation by the Member of the Association. Replacements for Officers removed, who have resigned or who are otherwise unable to serve shall be elected by the Board of Directors promptly in order to assure that the Association functions with a full complement of Officers. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors. The officers of the Association shall be hereinafter collectively referred to as the "Officers." All Officers and agents, as between themselves and the Association, shall have such authority and perform such duties in the management of the Association as are provided in the Association's Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with the Association's Bylaws. Any two or more offices may be held by the same person, other than the offices of president and secretary. A failure to elect a President, Secretary or Treasurer shall not affect the existence of the Association. The president must be a member of the Board of Directors.

(b) **Removal & Vacancies**

An Officer of the Association shall hold office until the election and qualification of his successor; however, any Officer of the Association may be removed from office by the Member, with or without cause, whenever in its judgment the best interests of the Association will be served thereby. Any vacancy in any office from any cause may be filled for the unexpired portion of the term of such office by the Board of Directors.

(c) **Powers and duties**

- (1) The Chairman of the Association shall preside over meetings of the Board of Directors
- (2) The President shall be the principal officer of the Association to whom all other Officers shall be subordinate. The President of the Association shall be responsible for management of the day to day affairs of the Association, subject to compliance with the directions of the Board of Directors. The President shall be responsible for the general day-to-day supervision of the business and affairs of the Association and shall sign or countersign all certificates, contracts or other instruments of the Association as authorized by the Board of Directors. The President must be a member of the Board of Directors.

- (3) The Secretary of the Association shall keep the minutes of the meetings of the Members of the Association, and, unless provided otherwise by the President at any meeting of the Board of Directors, the Secretary shall keep the minutes of the meetings of the Board of Directors of the Association. The Secretary shall be the custodian of the minute books of the Association and such other books and records of the Association as the Board of Directors of the Association may direct. The Secretary of the Association shall have the general responsibility for maintaining the Membership records of the Association, or of supervising the maintenance of the Membership records of the Association. The Secretary shall be the custodian of the corporate seal of the Association and shall affix the corporate seal of the Association on contracts and other instruments as the Board of Directors may direct. The Secretary shall perform such other duties as are assigned to him from time by the Board of Directors or the President of the Association.
- (4) The Treasurer of the Association shall, unless such function is assigned to another Officer, be the Association's Chief Financial Officer. The Treasurer shall have custody of all funds and investments owned by the Association. The Treasurer shall cause to be entered regularly in the proper books of account of the Association full and accurate accounts of the receipts and disbursements of the Association. The Treasurer of the Association shall render a statement of the cash, financial and other accounts of the Association whenever he is directed to render such a statement by the Board of Directors or by the President of the Association. The Treasurer shall at all reasonable times make available the Association's books and financial accounts to any Director of the Association during normal business hours. The Treasurer shall perform all other acts incident to the Office of Treasurer of the Association, and he shall have such other duties as are assigned to him from time to time by the Board of Directors or the President of the Association. The Treasurer shall be responsible for coordinating all financial aspects of the Association's operations, including strategic financial planning, supervision of the Association's outside auditors, if any. In the event an Audit Committee of the Board of Directors is designated and serving, he shall be responsible for keeping such committee fully and timely informed of all matters under its jurisdiction. In addition, the Treasurer shall be responsible for overseeing preparation and filing of all reports of the Association's activities required to be filed, either periodically or on a special basis with the United States Internal Revenue Service and other federal and state governmental agencies.
- (5) Other subordinate or assistant officers appointed by the President shall exercise such powers and perform such duties as may be delegated to them by the President.
- (6) In case of the absence or disability of any Officer of the Association and of any

person authorized to act in his place during such period of absence or disability, the Board of Directors may from time to time delegate the powers and duties of such Officer to any Director or any other person whom it may select.

6.4 Bylaws

Any matters pertaining to governance of the Association not specified in these Articles of Incorporation shall be subject to determination as directed in the Association's Bylaws. The Initial Bylaws of the Association shall be adopted by the Association's Member after formation of the Association. Only the Member may adopt, amend or repeal bylaws for the Association.

ARTICLE VII INCORPORATORS

The names and addresses of the Association's incorporators are:

<u>Name</u>	<u>Address</u>
Dianne I. Osborne	41329 Silver Drive; Umatilla, Florida 32784;
Kathleen H. Greenfield	2112 Plymouth-Sorrento Road; Apopka, Florida 32712; and
Patricia A. Edwards	25438 Pine Valley Road; Sorrento, Florida 32766.

ARTICLE VIII INDEMNIFICATION

The Association shall indemnify its Member, Officers, Directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Association, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE IX LIMITATION ON SUITS

No one associated or previously associated with the Association in any status shall have a cause of action against the Association's Officers, Directors or agents as a result of any action taken, or as a result of their failure to take any action, unless deprivation of such right is deemed a nullity because, in the specific case, deprivation of a right of action would be impermissibly in conflict with the public policy of the State of Florida. The fact that this Article shall be inapplicable in certain circumstances shall not render it inapplicable in any other circumstances and the Courts of the State of Florida are hereby granted the specific authority to restructure this Article, on a case by case basis or generally, as required to most fully give legal effect to its intent.

ARTICLE X
LIQUIDATION ON DISSOLUTION

In the event of dissolution, the residual assets of this corporation not for profit will be turned over to one or more organizations which are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law; or, to the federal government or a state or local government for exclusively public purposes.

ARTICLE XI
AMENDMENT OF ARTICLES OF CORPORATION AND BYLAWS

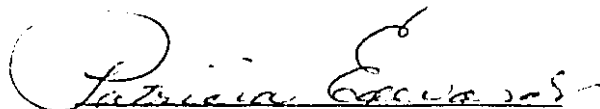
Power to amend these Articles of Incorporation or the Bylaws shall be exclusively vested in the Member.

ARTICLE XII
VOTING BY WRITTEN CONSENT IN LIEU OF MEETING


Any action which could be taken at a duly convened meeting of the Association's Member or of its Board of Directors may be taken, without a meeting or notice of meeting, through the written consent of Voting Members or Directors, as the case may be, constituting a quorum of the membership of such body.

* * *

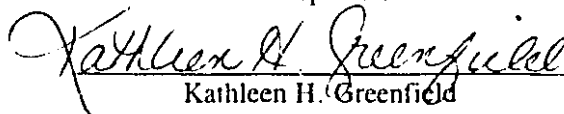
In Witness Whereof, we have subscribed our names, effective as of this 17th day of March, 1995.



Patricia Edwards
Incorporator & Registered Agent



Dianne I. Osborne
Incorporator



Kathleen H. Greenfield
Incorporator

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