

# N96000000319

Russell Termlinson  
Requestor's Name  
% Percival Wallace Ministries

P.O. Box 22-0679  
Address  
Hollywood, FL 33022  
City/State/Zip Phone #

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-01/17/96--01101--001  
\*\*\*123.00 \*\*\*123.00  
Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Percival Wallace Ministries, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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96 JAN 17 AM 10:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
PERCIVAL WALLACE MINISTRIES, INC.  
(A NOT FOR PROFIT CORPORATION)

The undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, agree to the following:

ARTICLE I - NAME

The name of the Corporation is PERCIVAL WALLACE MINISTRIES, INC.

ARTICLE II - ADDRESS

The address of the principal office is 1120 N.W. 64th Street, Miami, Florida 33150; and the mailing address is P.O. Box 22-0679, Hollywood, Florida 33022-0679.

ARTICLE III - PURPOSE

This Corporation is organized exclusively for charitable, religious, education and other purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Internal Revenue Code").

ARTICLE IV - LIMITATIONS ON ACTIVITIES

Section 4.1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any Director, Trustee or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to

or for the Corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation 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.

Section 4.2. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4952 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.3 The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.4 The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.5 The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.6 The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Section 4.7 Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on: (i) by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended; or (ii) by an organization, contributions to which are deductible under Sections 170(b)(1)(A), 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code and said regulations as they now exist or as they may hereafter be amended.

Section 4.8 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the

Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE V - MEMBERS

Section 5.1 Qualification. The only members of the corporation shall be those persons who from time to time are elected to serve as members of the Board of Directors of the Corporation in accordance with the terms and provisions of Article VIII of these Articles of Incorporation. However, the Board of Directors, by a majority vote at any meeting, may confer lifetime honorary, non-voting memberships to those persons who, in the judgment of the Board, have demonstrated and extraordinary interest in the Corporation and its objectives and purposes.

Section 5.2 Termination. The membership of any member shall be terminated at such time as the person shall cease to be a member of the Board of Directors of the Corporation.

#### ARTICLE VI - TERM OF EXISTENCE

This Corporation shall exist perpetually.

#### ARTICLE VII - INCORPORATORS

The name and address of the Incorporators:

<u>Name</u>	<u>Address</u>
Percival E. Wallace	1120 N.W. 64th Street Miami, Florida 33150
Barbara Wallace	1120 N.W. 64th Street Miami, Florida 33150

AL : VIII - BOARD OF DIRECTORS

Section 8.1 The business affairs of this Corporation shall be managed by the Board of Directors. Members of the Board of Directors shall be elected and hold office as provided in the Bylaws and shall serve until their successors are chosen and qualify.

Section 8.2 The Board of Directors of this Corporation shall consist of not less than three (3) persons. The number of Directors may be changed from time to time as provided but their number may never be less than three (3).

Section 8.3 The names and addresses of the initial Board of Directors who are to serve as Directors until the election or appointment of their successors are as follows:

<u>Names</u>	<u>Addresses</u>
Percival E. Wallace	1120 N.W. 64th Street Miami, FL 33150
Barbara Wallace	1120 N.W. 64th Street Miami, FL 33150
Russell Tomlinson c/o Percival Wallace Ministries	P.O. Box 22-0679 Hollywood, FL 33022
Nathaniel R. Greenwich c/o Percival Wallace Ministries	P.O. Box 22-0679 Hollywood, FL 33022
Amoy McTaw	340 N.W. 199th Street Miami, FL 33169
DaNiece Moody	789 N.W. 153rd Street Miami, FL 33169
Deborah Cleare	1411 N.W. 168th Terrace Miami, FL 33169

Betsy Williams

11312 S.W. 133rd Place  
Miami, FL 33186

#### ARTICLE IX - BYLAWS

The Initial Board of Directors shall adopt Bylaws for the Corporation at the organizational meeting of the Corporation after the approval of these Articles of Incorporation by the Secretary of State. The power to adopt, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors as provided in the Bylaws.

#### ARTICLE X - AMENDMENTS

The Articles of Incorporation may be amended by the Board of Directors. Such amendments shall be proposed and adopted in the manner provided in the Bylaws of the Corporation.

#### ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 11312 S.W. 133rd Place, Miami, Florida 33186, and the name of the initial registered agent of this Corporation is Betsy Williams.

#### ARTICLE XII - CONDUCT OF AFFAIRS

The conduct of the affairs of the Corporation shall be limited by the various provisions of the Bylaws, including but not limited to, provisions creating, dividing, limiting and regulating the powers of the Corporation, the Directors and Members.

IN WITNESS WHEREOF, for the purpose of forming a corporation not-for-profit under the provision of Chapter 617 of the Florida Statutes, the undersigned constituting the Incorporator of this

Corporation, have executed these Articles of Incorporation this  
9th day of January, 1996.

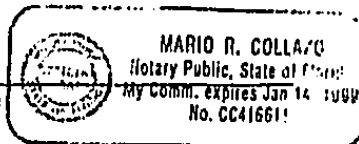
Percival E. Wallace  
PERCIVAL E. WALLACE  
Incorporator

STATE OF FLORIDA)  
:ss  
COUNTY OF DADE )

The foregoing Articles of Incorporation of PERCIVAL WALLACE MINISTRIES, INC., a Not-for-Profit Corporation, pages 1-7 were acknowledged before me this 9th day of January, 1996, by PERCIVAL E. WALLACE, as Incorporator of PERCIVAL WALLACE MINISTRIES, INC., and who is personally known by me and/or has produced DH# W420-66552297 as identification.

Mario R. Collazo  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

Notary Name



Commission Number

Commission Expiration Date

#### ACCEPTANCE

I hereby accept to act as Initial Registered Agent for PERCIVAL WALLACE MINISTRIES, INC., as stated in these Articles of Incorporation.

Dated:

1-9-96

Betsy Williams  
BETSY WILLIAMS  
Registered Agent