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LAW OFFICE OF
KELLY B. HARDWICK, III

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FILED
96 FEB 16 PM 2:32
SECURITY
311 W. Davidson Street
TALLAHASSEE, FLORIDA
Post Office Box 770
Barlow, FL 32300-0770

February 12, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Free Will Baptist Annual Conference,
A Division, Inc.
(Non-Profit Corporation)

Dear Sir:

I have enclosed the executed original and one copy of the proposed Articles of Incorporation for Free Will Baptist Annual Conference, A Division, Inc. Please certify the copy and return the same to us for our records.

I am also enclosing my check for \$122.50 made payable to the Secretary of State, as payment for the following expenses:

Filing Fee/Incorporation \$	35.00
Registered Agent	35.00
Certified Copy	52.50.

Thank you for your attention to the foregoing. If you have any questions, please do not hesitate to contact me.

Sincerely,

Kelly B. Hardwick III

Kelly B. Hardwick, III

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Enclosures as noted

2-26-96
KX

ARTICLES OF INCORPORATION

OF

FREE WILL BAPTIST ANNUAL CONFERENCE, A DIVISION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned persons of the State of Florida, each being competent to contract, hereby form ourselves and our successors into a corporation not for profit under Chapter 617, Laws of Florida 1994, as amended, and do hereby adopt the following Articles of Incorporation as our Charter:

ARTICLE I

Name

The name of this corporation shall be: FREE WILL BAPTIST ANNUAL CONFERENCE, A DIVISION, INC.

ARTICLE II

The principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

107 West Seventh Street
Lakeland, Florida 33805.

ARTICLE III

Purpose(s)

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the objects and purposes herein set forth, it is expressly provided that this corporation shall have also the following powers, namely:

To provide a general organization for Free Will Baptists in Florida for the promotion of Church Missions at home and abroad and any other objectives such as Christian education, benevolent enterprises and social services which it may deem proper and advisable for furtherance of the Kingdom of God.

ARTICLE IV

Members

The members of this corporation shall be delegates who are members of a United American Free Will Baptist Church in friendly cooperation with this corporation and sympathetic with its purposes and work. Every church shall be entitled to three delegates and one additional delegate to every hundred members in excess of one hundred, and any and all delegates certified to the corporation by the church sending same, but no church may appoint more than ten.

ARTICLE V

This corporation is subordinate to and subject to the authority of The United American Free Will Baptist Conference, Inc.

ARTICLE VI

This corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE VII

The manner in which the directors are elected or appointed is to be stated in the by-laws.

ARTICLE VIII

Initial Board of Directors

The names and post office addresses of the first Board of Directors of this corporation are as follows:

John W. Smith, Jr.
1941 Lavon Street
Lakeland, Florida 33805

John L. Copeland
100 - 19th Avenue South
ST. PETERSBURG, FL. 33705

James Dink, Jr.
801 E. McDonald Road
Plant City, FL 33567

Jesse Johnson
823 South High Street
DeLand, Florida 32720

ARTICLE IX

Powers of Corporation

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

No limitations imposed as to powers as provided.

ARTICLE X

Initial registered agent and street address

The name and the street address of the initial registered agent is:

John W. Smith, Jr.
1941 Lavon Street
Lakeland, Florida 33805

ARTICLE XI
Incorporators

The names and the street addresses of the incorporators for these articles of incorporation are:

John W. Smith, Jr.
1941 Lavon Street
Lakeland, Florida 33805

John L. Copeland
100 - 19th Avenue South
ST. PETERSBURG, FL. 33705

James Dink, Jr.
801 E. McDonald Road
Plant City, FL 33567

Jesse Johnson
823 South High Street
DeLand, Florida 32720

ARTICLE XII

The affairs of this corporation are to be managed by the following officers: President, Secretary and Treasurer and a Board of Trustees consisting of three or more members, and such other officers as may be provided for in the by-laws of this corporation. The President and Secretary shall also be the Chairman and Secretary, respectively, of the Board of Trustees. The officers and trustees of this corporation shall be elected by the members of this corporation at its annual meeting to serve for a period of one year or until their successors are elected and qualified, and the terms of the officers shall begin immediately at the close of the annual meeting. Upon the resignation, removal, or death of any officer or trustee of this corporation, the vacancy may be filled by the members of this corporation at any regular meeting of the corporation or at a special meeting called for that purpose.

ARTICLE XIII
Annual Meeting

The first annual meeting of this corporation shall be held at such time and place as the President of the corporation may elect and call, and thereafter, the annual meeting of the corporation shall be held at such time and place as the members of the corporation may elect by a majority vote. The President, with the concurrence of the other officers and trustees of the corporation, when deemed expedient, may call special meetings of the members of the corporation and change the meeting place and the time of the annual meeting of the corporation.

ARTICLE XIV

A majority of the members of the corporation present at any meeting of the corporation shall be necessary for the election of the officers and trustees and to take action upon, adopt, or approve any matters of business.

ARTICLE XV

These Articles of Incorporation may be amended when such amendment is proposed and adopted by a resolution by the members of the corporation at any business meeting of the corporation and shall become effective when such resolution is duly certified by the Secretary of the corporation and filed with the Secretary of State of the State of Florida, approved by him, and all filing fees have been paid.

ARTICLE XVI

This corporation shall have power from time to time to make such contracts and do such things as shall be authorized by the members of this corporation and the laws of the State of Florida. All legal contracts of the corporation shall be signed by the President and attested by the Secretary.

The undersigned incorporators have executed these Articles of Incorporation this 21st day of November, 1995.

 (SEAL)
JOHN W. SMITH, JR.

 (SEAL)
JOHN L. COPELAND

 (SEAL)
JAMES DINK

 (SEAL)
JESSE JOHNSON

ACCEPTANCE OF REGISTERED AGENT

I, JOHN W. SMITH, JR., hereby accept designation as resident agent and registered agent of Free Will Baptist Annual Conference, A Division Inc. this 21st day of NOVEMBER, 1995.


JOHN W. SMITH, JR.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 FEB 16 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Free Will Baptist Annual Conference, A Division, Inc.

2. The name and address of the registered agent and office is:

**John W. Smith, Jr.
1941 Lavon Street
Lakeland, Florida 33805.**

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 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 21st day of NOVEMBER, 1995.


JOHN W. SMITH, JR.