

Charger Number Only
N9600000 1777

3/29/96 Bernilla

Hodges Perry

Requestor's Name

644 SE. 4 AVE

Address

Fort Lauderdale FL 33301

City

State

ZIP

Phone

764-676663

VALIDATION ONLY

ENCLOSURE 1 1108184 13
-04/02/96-1108184-022
***122.50 ***122.50

CORPORATION(S) NAME

Metamorphosis Ministries, Inc.

FILED
96 APR - 2 PM 1:56
TALAHASSEE STATE
FLORIDA



EMPIRE Toll Free: 1-800-432-3028

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DEPARTMENT OF CORPORATION

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W.P. Verifier

CHESSE... APR 2 1996

ARTICLES OF INCORPORATION
OF
METAMORPHOSIS MINISTRIES, INC.
(A Florida Nonprofit Corporation)

FILED
95 MAR -2 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be METAMORPHOSIS MINISTRIES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE III. PURPOSE

This corporation is being formed for the purpose of Charitable engaging in the transaction of any and all activities permitted under the laws of Florida and the United States of America.

This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

This corporation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities

not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

2. Notwithstanding any other provision of these Articles, this corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code 1954 or any other corresponding provision of any future United States internal revenue law.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to nonprofit corporations, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

However, this corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

ARTICLE V. MANAGEMENT

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Articles of Incorporation authorize the Board of Directors to so act. Such a statement shall be prima facia evidence of such authority.

ARTICLE VI. BOARD OF DIRECTORS

This corporation's initial Board of Directors shall have three (3) directors. The number of directors may be increased from time to time, by an amendment to the corporate Bylaws, but shall never be less than three (3) or more than twelve (12).

The term and manner of election of the directors shall be specified in the corporate Bylaws.

The directors named herein, comprising the initial Board of Directors, shall hold office until their successors are duly qualified.

The names and addresses of each individual who shall serve as a member of the Initial Board of Directors are:

WILLIAM T. OVERSTREET	111 S.W. 84th Way Coral Springs, Florida 33071
ALLYSON N. OVERSTREET	111 S.W. 84th Way Coral Springs, Florida 33071
PAUL E. DIXON, JR.	5067 Stratford Birmingham, Alabama 35242

ARTICLE VII. OFFICERS

The officers shall consist of a president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting, or until their successors are elected and qualified.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	WILLIAM T. OVERSTREET
Secretary	ALLYSON N. OVERSTREET
Treasurer	PAUL E. DIXON, JR.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be located at 111 Southwest 84th Way, Coral Springs, Florida 33071.

ARTICLE X. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 644 Southeast 4th Avenue, Fort Lauderdale, Florida 33301.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: PERRY W. HODGES, JR., ESQ.

ARTICLE XI. INCORPORATORS

The names and residence addresses of each of the subscribers to these Articles of Incorporation are:

WILLIAM T. OVERSTREET	111 S.W. 84th Way Coral Springs, Florida 33071
ALLYSON N. OVERSTREET	111 S.W. 84th Way Coral Springs, Florida 33071
PAUL E. DIXON, JR.	5067 Stratford Birmingham, Alabama 35242

ARTICLE XII. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE XIII. SPECIAL PROVISIONS

A. In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or the Federal, State, or Local government for exclusive public purpose.

B. This corporation will not, as a substantial part of its activities, attempt to influence legislation.

C. This corporation will not participate to any extent in a political campaign for or against any candidate for public office.

D. This corporation will distribute its income for each tax year at such time and in such manner as not to income subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

E. This corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code

of 1954, or corresponding provisions of any subsequent Federal tax laws.

F. This corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

G. This corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

H. This corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XIV. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted and passed by the Board of Directors. Such amendments may be adopted by a vote of a majority of the quorum of this corporation's Board of Directors.

This corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of Florida, have executed these Articles of Incorporation, on the dates indicated next to their signatures.


WILLIAM T. OVERSTREET - Subscriber

2/16/96
Date

Alllyson N. Overstreet
ALLYSON N. OVERSTREET - Subscriber

2/16/96
Date

Paul Dixon
PAUL DIXON, Jr. Subscriber

2/16/96
Date

I hereby accept my designation as resident agent and agree to serve as the resident agent of METAMORPHOSIS MINISTRIES, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for METAMORPHOSIS MINISTRIES, INC.

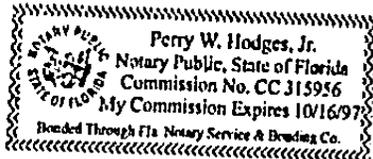
[Signature]
PERRY W. HODGES, JR.
Registered Agent

STATE OF FLORIDA

COUNTY OF BROWARD

On 2/16, 1996, WILLIAM T. OVERSTREET and ALLYSON N. OVERSTREET, the individuals designated above as the subscribers to these Articles of Incorporation, all of whom are personally known to me ~~or who produced~~ _____

_____ as identification, and both of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of METAMORPHOSIS MINISTRIES, INC.



[Signature]
Notary Signature
PERRY W. HODGES, JR.

Print Notary Name
Notary Public, State of Florida

My commission expires:

STATE OF ALABAMA

COUNTY OF JEFFERSON

On FEB 16, 1996, 1996, PAUL E. DIXON, the individual designated above as a subscriber to these Articles of Incorporation, who is personally known to me or has produced HIMSELF as identification, and who personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of METAMORPHOSIS MINISTRIES, INC.

Rosemary Giardina
Notary Signature

ROSEMARY GIARDINA
Print Notary Name
Notary Public, State of Alabama

My commission expires:
MY COMMISSION EXPIRES 7/20/96

FILED
APR -2 PM 1:57
OFFICE OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF BROWARD

On FEBRUARY 23, 1996, PERRY W. HODGES, JR., designated above as the individual who shall serve as the corporation's initial registered agent, who is personally known to me, and who personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of METAMORPHOSIS MINISTRIES, INC.

Bernita N. Blanton
BERNITA N. BLANTON
Notary Public, State of Florida

My commission expires:

