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Florida House of
Representatives

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Representative, 15th District

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FILED
SECRETARY OF STATE
CRIMINAL COORDINATIONS
5 MAY 10 PM 2:23

5/10/96

Thanks Sharon

Sharon

Amendment

() Merger

Dissolution/Withdrawal

() Mark

Annual Report
Reservation

() Other
() Change of R.A.

Photo Copies

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\$ 70.00 Filing
8.75 CUS
52.50 CC
\$ 131.25 TOTAL

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CR2E031 (1-89)

\$ 18.75 overpayment

**I
NAME**

The name of this corporations shall be: The Upper Room, Incorporated

**II
PURPOSE**

The purpose of this corporation shall be; to preach the Gospel of Jesus Christ, to minister to the full need of people, spiritually and carnally. To collect and distribute food, clothing and funds and to provide shelter when necessary, money and transportation; all for the use and benefit of needy persons and all in furtherance of the Ministry and Gospel of Jesus Christ.

**III
QUALIFICATION OF MEMBERS**

Membership in this Corporation is open to all persons who have a mutual interest in the purpose set forth in **Article II** above and shall be admitted pursuant to rules and regulations approved from time to time by the General Counsel.

**IV
TERM FOR WHICH CORPORATION IS TO EXIST**

This corporation is to have perpetual existence.

**V
NAMES AND RESIDENCES OF THOSE SUBSCRIBING TO THESE ARTICLES OF
INCORPORATION ARE:**

Walter Jones	1111 Daniel Street, Apt. 2	Jacksonville, Florida 32209
Alva Clark	1213 Turtle Creek Drive, N.	Jacksonville, Florida 32218
Virginia Grote	7016 Ponce De Leon Ave., Apt. 3B	Jacksonville, Florida 32217
Barbara Grote	7068 Ponce De Leon Ave., Apt. 2	Jacksonville, Florida 32217

VI OFFICERS

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer.

President	Walter Jones
Vice-President	Alva Clark
Secretary	Virginia Grote
Treasurer	Barbara Grote

SECTION 1. The officers of the Corporation shall be a president, vice-president, secretary and treasurer. All officers shall be elected by the General Counsel from their own number as soon after the said General Counsel has taken office.

SECTION 2. Vacancies. A vacancy among the officers shall be filled by the General Counsel, for the unexpired term of such office.

SECTION 3. President. It shall be the duty of the president to preside at all meetings of the members of the corporation. He/She shall at all times, subject to the directions of the General Counsel, exercise such general supervision and direction over the business and affairs of the corporation as its interest and security may require and shall perform such other duties as are incident to the office of the president.

SECTION 4. Vice-president. It shall be the duty of the vice-president to assume and perform the duties of the president in the absence or disability of the president and to perform such other duties as may be directed by the General Counsel.

SECTION 5. Secretary. It shall be the duty of the secretary to attend all meetings of the members of the corporation and the General Counsel and to record all of the acts and proceedings in the minute book of the corporation, the same to be read and approved at the first meeting of the members of directors, respectively held thereafter, unless postponed. The Secretary shall immediately assume duties of President in the advent of disability or death of the President and Vice-President simultaneously.

SECTION 6. Treasurer. It shall be the duty of the treasurer to keep or superintend the keeping of all books of the corporation, to keep accounts in a thorough and proper manner, to render statements of the same in such form and as often as required by the General Counsel.

VII DIRECTORS

The numbers of persons constituting the General Counsel of the Corporation is four (4).

The names and addresses of the persons who are to serve as Directors are:

Walter Jones	1111 Daniel Street, Apt. 2	Jacksonville, Florida 32209
Alva Clark	1213 Turtle Creek Dr., N.	Jacksonville, Florida 32218
Virginia Grote	7016 Ponce De Leon Ave., Apt. 3B	Jacksonville, Florida 32217
Barbara Grote	7068 Ponce De Leon Ave., Apt. 2	Jacksonville, Florida 32217

The business and affairs of this organization shall be managed by the General Counsel consisting of not fewer than three (3) members appointed by the President from the membership in addition to the duly elected officers.

Meetings of the General Counsel and general membership meeting shall be held at the discretion of the President at his own instance, or on the written and signed request of one-third of the members of the Counsel delivered to the Secretary. Such request shall state the business to be transacted at the meeting and no other business to be considered thereat.

A majority of the General Counsel shall constitute a quorum for all irregular or special meetings.

Any act of the General Counsel may be reversed by vote of two-thirds of the members present at the regular or special meeting, except such expenditure or other action which may not legally be rescinded.

When any Counsel Member had been absent for three consecutive meetings, the Secretary shall notify him by Registered Mail that in the event he does not appear at the next meeting and at such meeting present his excuse for his absence satisfactorily to three-fourths of the Counsel, he may be removed from his office and his office may be declared vacant by the Counsel. In the event that the Counsel Member so notified fails to comply with the request contain in such notice, the Counsel may remove him from office and declare the office vacant.

VIII BY LAWS OF CORPORATION

The By Laws of the Corporation may be made, altered, amended or rescinded by the affirmative vote of not less than a majority of the members present at a regular meeting or at a special meeting called for the purpose of such amendment, alteration or rescission.

IX
AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation of the Corporation may be amended:

- (1) By a three-fourths vote of the members present and voting at an annual meeting of the Corporation; or
- (2) By a three-fourths vote of the members of the General Counsel, provided the proposed amendment has been submitted in writing to the members fifteen (15) days before the annual meeting or to the Counsel fifteen (15) days before the regular or special meeting of the General Counsel, as the case may be, or
- (3) If no such previous notice be sent, then such amendment may be made by a unanimous vote of the members of the Corporation at any regular annual meeting, or by a unanimous vote of the General Counsel at any regular or special meeting of said Counsel.

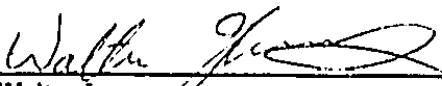
X
REGISTERED OFFICE AND AGENT

The street address of the original registered office of this corporation shall be 2809 Art Museum Drive, Suite 104, Jacksonville, Florida 32207, and the initial registered agent at said office shall be; Walter Jones. The principal office address shall be the same.

**DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR
THE SERVICE PROCESS WITH THIS STATE**

Pursuant to Section 48.091, Florida Statutes, the following is submitted.

The Upper Room, Incorporated, 2809 Art Museum Drive, Suite 104, Jacksonville, Florida 32207 (a corporation not for profit), desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Walter Jones, as its agent to accept service of process with the State of Florida.


Walter Jones


Alva Clark, Vice President

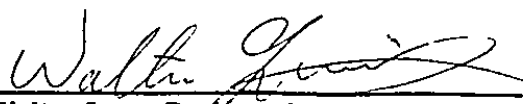

Virginia Grote, Secretary


Barbara Grote, Treasurer

INCORPORATORS

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open.


Walter Jones, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 10 PM 12:23

STATE OF FLORIDA)

COUNTY OF DUVAL)

This day before me, the undersigned authority, personally appeared:

Walter Jones
Walter Jones

Alvin Clark
Alvin Clark

Virginia Grote
Virginia Grote

Barbara Grote
Barbara Grote

to me well known to be the persons describe in the foregoing instrument and they jointly and severally acknowledge that they execute the foregoing instrument for the objects and purposed therein expressed and they further acknowledge the foregoing instrument to be the proposed Articles of Incorporation of, The Upper Room, Incorporated, (a corporation not for profit) and they further acknowledge that it is intended in good faith to carry out the purposes and objectives expressed in said instrument.

Dated this 8th day of MAY, 1996, in Jacksonville, Duval County, Florida.

Penny J. Little
NOTARY PUBLIC, State of Florida

My commission expires: 12-14-98

Penny J. Little

