

N9640003006

RAY A. BARBER

Attorney and Counselor at Law

The First Commercial Bank
Tallahassee, Florida 32301

(407) 841-1981
Fax (407) 841-7050

May 30, 1996

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

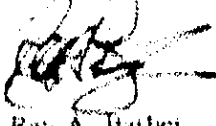
RE: St. Stephens Baptist Church

Gentlemen:

Enclosed are the originals and one copy of the Articles of Incorporation and Certificate of the Registered Agent, together with a check for \$172.50. Please send the certified copy of the articles to this office.

If you have any questions or concerns, please call the undersigned. Thank you for your assistance.

Sincerely,



Ray A. Barber

RAB:bmb

Enclosures

cc: St. Stephens Baptist Church

RECEIVED
MAY 31 1996
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ST. STEPHENS BAPTIST CHURCH, INC.

ARTICLE I
NAME

The name of this corporation is ST. STEPHENS BAPTIST CHURCH, INC., a Florida not for profit corporation.

ARTICLE II
TERM

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State, unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III
INCORPORATORS

The names and street addresses of the incorporators are as follows:

Sister Johna F. Harris
1914 Williams Manor Ave.
Orlando, Florida 32811

Deacon Samuel J. Thornton
1917 Hage Way
Orlando, Florida 32805

Sister Patricia Ann Givver
1315 Poppy Avenue
Orlando, Florida 32811

ARTICLE IV

PRINCIPAL OFFICE

The principal office or mailing address of the corporation is 1817 Bage Way, Orlando, Florida 32805.

ARTICLE V

PURPOSE

This corporation is organized and shall be operated exclusively for charitable, educational or scientific purposes and to engage in such other pursuits as to qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any other existing or subsequent federal tax laws. More specifically, the Corporation shall operate as a non-profit church engaged in worship, instruction and observance of Christian ordinances and for service as required by the gospel of Christ to promote the common good and welfare of the people of the community and sponsor church related activities for the benefit of all.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any other existing or subsequent federal tax laws); nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office

(except to the extent permitted by any existing or subsequent federal tax laws).

For the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non profit corporations including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes.

ARTICLE VI

ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these Articles, this Corporation will not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any future United States Internal Revenue Law or a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII

DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors,

Officers or other private persons (as hereinafter defined), except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit funds in a bank, may be made by the Corporation to its Directors or Officers, or to any other corporation, firm, association, or other entity in which one or more of its Directors or Officers is a director or officer or holds a substantial financial interest, except a loan by one corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to another corporation which is exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as determined by the Board of Directors ("Directors") of the Corporation, to any charitable organizations which would then qualify for tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended, or any corresponding provisions of any subsequent tax law. If a qualified organization cannot be agreed upon by the Directors, the Directors shall transfer all of the assets of the Corporation to a court of competent jurisdiction for disposition.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall be exercised, its proportion controlled, and its affairs conducted by a Board of Directors which shall be elected or appointed in such manner provided in the Bylaws.. The number of Directors may be either increased or decreased from time to time in the manner provided in the By-Laws; however, there shall never be less than three (3) Directors. The name and address of each member of the Initial Board of Directors of the corporation are:

Reverend M.L. Harris
1914 Williams Manor Ave.
Orlando, Florida 32811

Deacon Samuel Thornton
1817 Hage Way
Orlando, Florida 32805

Sister Patricia Oliver
1315 Poppy Avenue
Orlando, Florida 32811

Sister JoAnn E. Harris
1914 Williams Manor Ave.
Orlando, Florida 32811

Sister Leslie McCant
4820 Selby Ct.
Orlando, Florida 32811

Sister Vassie Wiggins
1721 Guinyard Way
Orlando, Florida 32805

Sister Sharain Jones
4016 Windy Drive
Orlando, Florida 32808

The initial directors shall remain in office until such time as their successors may be duly appointed.

ARTICLE IX

REMOVAL OF DIRECTORS

Any member of the Board of Directors shall be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the Membership ("Members"). The notice

of a meeting of the Members to recall a Director or Directors of the Board shall state the specific Director sought to be removed. A proposed removal of a Director as a meeting shall require a separate vote for each Director sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each Director to be removed. If removal is effected at a meeting, any vacancies created thereby shall be filled by the Members at the same meeting. Any director removed from office shall turn over to the Board of Directors within 72 hours any and all records of the Corporation in his possession. If a Director who is removed shall not relinquish his office or turn over records as required under this section, the circuit court in the county where the Corporation's principal office is located may summarily order the Director to relinquish his office and turn over corporate records upon application of any Member.

ARTICLE X

OFFICERS

The Officers ("Officers") of the Corporation shall be elected or appointed in accordance with the Bylaws and shall carry further those duties set forth in such Bylaws. The Corporation will at all times maintain a President and a Secretary. The initial Officers of the Corporation are:

Deacon Samuel Thornton - President

Deacon Nick McCant - Vice President

Sister Patricia Oliver - Recording Secretary

Sister JoAnn E. Harris - Corresponding Secretary

Sister Leslie McCant - Treasurer

Sister Vassie Wiggins - Assistant Treasurer

Sister Sharain Jones - Youth Supervisor

Reverend M. L. Harris - Pastor

These Officers shall serve until such time as their successors may be duly elected.

ARTICLE XI

MEMBERS

The classes and types of membership ("Members") shall be set forth in the Bylaws and all Members will act in accordance with such Bylaws.

ARTICLE XII

INDEMNIFICATION

Every person who is now or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by law. Every person who now is or hereafter shall be a Member of the Corporation is not personally liable for any act, debt, liability or obligation of the Corporation. A Member may become liable to the Corporation for dues, assessments or fees as provided by any applicable state and federal laws.

ARTICLE XIII

BYLAWS

The Directors of the Corporation may provide such Bylaws for the conduct of business of the Corporation and carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in Section 617, Florida Statutes (1995), or any other applicable state law concerning corporate action that must be authorized or approved by Members of the Corporation.

ARTICLE XIV

AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles may be proposed by any Director of the Corporation and may be adopted after receiving an affirmative vote of the majority of the Board of Directors and the Members entitled to vote on proposed amendments to the Articles. If no Members are entitled to vote, then the amendment may be adopted at a meeting of the board of Directors by a majority vote of the Directors.

ARTICLE XV

INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this

Corporation is:

Deacon Samuel J. Thornton
1817 Hage Way
Orlando, Florida 32805

FILED
JUN-3 PM 2:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Incorporators have
executed these Articles of Incorporation on the 29 day of May,
1996.

JoAnn E. Harris
Sister JoAnn E. Harris

Samuel J. Thornton
Deacon Samuel J. Thornton

Patricia Ann Oliver
Sister Patricia Ann Oliver

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements
in the State and County set forth above, personally appeared SISTER
JOANN E. HARRIS, personally known to me or who produced drivers license
as identification; DEACON SAMUEL J. THORNTON,
personally known to me or who produced drivers license
as identification and SISTER PATRICIA ANN OLIVER, personally known
to me or who produced drivers license as
identification and known by me to be the persons who executed the
foregoing Articles of Incorporation, and they acknowledged before
me that they executed those Articles of Incorporation and they did
take oath.

IN WITNESS WHEREOF, I have set my hand and seal in the State
and County above this 29 day of May, 1996

RAY A. BARBER
Notary Public
My Commission Expires



RAY A. BARBER
My Commission CC330357
Expires Dec. 21, 1997
Bonded by ANB
800-852-5878

RAY A. BARBER
Notary printed name

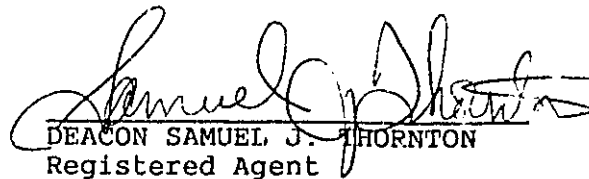
CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

FIRST, that ST. STEPHENS BAPTIST CHURCH, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1817 Hage Way, Orlando, Florida 32805, has named DEACON SAMUEL J. THORNTON, located at 1817 Hage Way, Orlando, Florida 32805, as its agent to accept service of process within Florida.

SECOND, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED: May 29, 1996


DEACON SAMUEL J. THORNTON
Registered Agent


CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED

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above-named corporation, at the place designated in this
Certificate, the undersigned agrees to act in this capacity, and
agrees to comply with the provisions of Florida law relative to
keeping the designated office open.

DATED: May 29, 1996


DEACON SAMUEL J. THORNTON
Registered Agent

FILED
96 JUN -3 PM 2:05
TALLAHASSEE FLORIDA