1960000004406 EDMOND L. ELEY, P.A. Attorney at Law

Attorney at Law 111 South Scott Street Melbourne, Florida 32901 (407) 725-8710

August 19, 1996

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

RE: Christ The King C.E.C., Inc.

Dear Sir/Madam:

Enclosed herein please find the Articles of Incorporation for filing for the above-referenced corporation along with our check in the amount of \$122.50 to cover the filing fees.

Please return the certified copy of the Articles of Incorporation to our office as soon as possible.

Should you have any questions, please do not hesitate to call us. Thank you.

Sincerely,

JUDITH A. HARD Secretary

/jh Enclosures

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#### ARTICLES OF INCORPORATION

OF

CHRIST THE KING C.E.C., INC. TALLAH STATE a Florida Not For Profit Corporation

### ARTICLE I - CORPORATE NAME

The name of this corporation is CHRIST THE KING C.E.C., INC.

# ARTICLE II - NATURE OF BUSINESS AND POWERS

The purposes and corporate powers of this corporation are as follows:

- (A) To assist and help members by preaching and expounding the religion of the One Living god in accordance with the Holy Scriptures; To educate and lead people in the ways of apostolic teaching, breaking of bread, the sacraments, salvation, goodness, righteousness, morality and temperance as taught in the Bible; and the prosecution of any religious, missionary, educational or charitable enterprise.
- (B) To be 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)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- (C) To adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit".
  - (D) Elect or appoint such officers and agents as its

affairs shall require and allow them reasonable compensation.

- (E) Adopt, change, amend and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- (F) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of this property, franchises or income.
- (G) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this part of any state, territory, district or possession of the United States or any foreign country.
- (H) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise seal in and with real or personal property, or any interest therein, wherever situated.
- (I) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.
- (J) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.
- (K) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and

with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

- (L) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (M) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.
- (N) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
- (0) Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.
- (P) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

#### ARTICLE III - MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection

thereof, shall be as regulated in the bylaws.

#### ARTICLE IV - TERM OF EXISTENCE

This corporation shall exist perpetually until dissolved in the manner provided by the laws of the State of Florida.

### ARTICLE V - REGISTERED AGENT

The Registered Agent and street address of the initial Registered Office of this Corporation in the State of Florida shall be:

ROSCOE D. INGRAM 2323 Apache Drive Melbourne, Florida 32935

### ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time according to the Bylaws adopted by the Shareholders, but shall never be less than three.

# ARTICLE VII - FIRST BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be four (4); provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members, to be held on September 15, 1996 at 10:00 a.m. at Health First Holmes Regional Medical Center Auditorium, 1350 S. Hickory Street, Melbourne, Florida at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (2) years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual director's meetings shall be held at 5:00 p.m. on the first Monday in September of each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

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

The names and residential addresses of the persons who are to serve as the initial directors are:

C. W. GOUDE 1153 Bell Avenue Melbourne, Florida 32935 JAMES CARTER 712 Samuel Chase Lane West Melbourne, Florida 32904

JASON WOODMANSEE 6520 South Drive Melbourne Village, Florida 32904

LYNN HEISS 426 Beauregard Street, N.E. Palm Bay, Florida 32907

### ARTICLE VIII - EARNINGS AND ACTIVITIES

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, 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 in Article II (B) hereof. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by 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) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal

Revenue Law.)

### ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision 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 to the Charismatic Episcopal Church of North America, provided that it qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) and if it does not so qualify, then to such other 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 Pevenue Code of 1954 (or the corresponding provision 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 X - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the sole incorporator are:

ROSCOE D. INGRAM 2323 Apache Drive Melbourne, Florida 32935

#### ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. E ery amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder's meeting by at least a majority of the stock entitled to vote unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

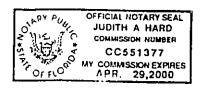
ROSCOE D. INGILAM

STATE OF FLORIDA COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this  $\frac{16\text{th}}{\text{day}}$  of  $\frac{\text{August}}{\text{August}}$ , 1996, by ROSCOE D. INGRAM who is personally known to me or who has produced  $\frac{\text{personally known}}{\text{dentification}}$  a identification and who did take an oath.

Notary Public Print Name: Judith A. Hard

My Commission Expires:



CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First: That CHRIST THE KING C.E.C., INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business; 2323 Apache Drive, Melbourne, Florida 32935, has named ROSCOE D. INGRAM, at 2323 Apache Drive, Melbourne, Florida 32935 as its agent to accept service of process within Florida.

ROSCOE D. INGRAM

Incorporator and Director

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 16th day of August , 1996.

ROSCOE D. INGRAM Registered Agent