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October 7, 1996

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
PO BOX 6327  
TALLAHASSEE FL 32314

300001973133--7  
-10/15/96--01009--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: SOUTHERN FAITH, INC.

GREETINGS:

Enclosed you will find an original and one copy of the Articles Of Incorporation of the above referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is our check in the amount of \$70.00 covering the fees and charges for the items listed below, as indicated:

- A. Articles Of Incorporation filing fee (\$35.00).
- B. Registered Agent Designation Filing Fee (\$35.00).

If the corporation name requested is not available, please call us immediately. Thank you for your assistance.

Sincerely yours,

*Ralph Elver*  
Ralph Elver

RE/ce

Enclosures

FILED  
96 OCT 14 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTER OCT 16 1996

ARTICLES OF INCORPORATION  
OF  
SOUTHERN FAITH, INC.

(A Florida Nonprofit Corporation)

ARTICLE I. NAME

The name of this corporation shall be SOUTHERN FAITH, INC., and its initial location shall be 1767 Woodward Avenue, North Fort Myers, Florida 33903.

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.

ARTICLE III. PURPOSE

This corporation is a nonprofit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, trustees or officers, except to the extent permissible under law.

This corporation is organized for the following purposes:

A. To disseminate the Gospel of Jesus Christ and the Word of God, to the end that people may be evangelized and believers may be conformed to the image of Jesus Christ.

B. To regularly assemble together the members of this Corporation for fellowship one with another both in large public congregations and in small fellowship groups in houses and other places, to worship God in spirit and in truth and to cooperate in the building up of the whole body of Christ.

C. To provide New Testament discipleship to all.

D. To involve every participant of this Corporation in its fellowship, activities and in the ministry of the Holy Spirit throughout the Body of Christ.

E. To act with charitable concern for, and to help, not only members of this Corporation, but also all people in need of any help which this Corporation can give, regardless of race, social position, or religious affiliation, both within and without this Corporation.

F. To pray for the needs of all people, for local and national leaders and governments and for all that are in authority as instructed in I Timothy 2:1-3.

G. To support and encourage communication and extension of the Christian life and witness by sound and comprehensive preaching and teaching of Biblical principles to all people, both within this Corporation and elsewhere, not only

by conventional modes, but also by all means which will accomplish such communication, extension, teaching and preaching.

H. To recognize, support and cooperate with the various ministries established by God to equip believers to fulfill their respective functions as members of the Body of Christ and to bring the whole Body of Christ to unity, maturity and completion.

I. To minister to the members and to other groups of believers and non-believers by word, song and music, in order to extend to all the Gospel of Christ.

J. To do such other things as are incidental to the purposes of the corporation, including engaging in the transaction of any and all activities permitted under the laws of Florida and the United States of America.

#### ARTICLE I. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations not for profit, 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.

To exercise all rights and powers conferred by the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

#### ARTICLE II. LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees or officers, but 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 hereinabove set forth.

Any salaries, wages, or compensation, together with fringe benefits, paid to or provided employees, trustees, or officers shall not exceed a value which is reasonable and commensurate with the duties and activities associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

The purposes for which SOUTHERN FAITH, INC. is organized, are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or

the corresponding provision of any future United States Internal Revenue law.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. If such assets cannot be so distributed, they may be distributed to a local, state, or federal government for a public purpose; but, any such assets so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the corporation is located, exclusively for the purposes set out herein.

This corporation is specifically precluded from engaging in any prohibited activity as defined in Section 617.0105, Florida Statutes.

#### ARTICLE III. MEMBERSHIP

Any person who agrees to be bound by these Articles of Incorporation, the corporate Bylaws, and any rules and regulations which the Board of Trustees may from time to time adopt, who completes a membership application form, and who is qualified for membership as set out in the Bylaws, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board of Trustees further discretionary powers relating to membership, including but not limited to designating classes of membership, voting rights, and procedures for membership.

#### ARTICLE IV. MANAGEMENT

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

Any action required or permitted to be taken by the Board of Trustees, under any provision of the law, may be taken without a meeting, if all of the trustees 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 Trustees. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Trustees. 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 Trustees without a meeting, and that these Articles of Incorporation authorize the Board of Trustees to so act. Such a statement shall be prima facie evidence of such authority.

#### ARTICLE V. BOARD OF TRUSTEES

This corporation's initial Board of Trustees shall have trustees. The number of trustees may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three.

The trustees shall be elected annually. The manner of the election of the trustees shall be specified in the corporate

Bylaws. The trustees named herein, comprising the initial Board of Trustees, shall hold office until the election of trustees at the first annual membership meeting.

The name and address of each individual who shall serve as a member of the Initial Board of Trustees are:

NELSON C. NOBLE            1767 Woodward Ave.  
North Fort Myers, Fl 33903

SHANNON S. MCROY        4302 S.W. Third Street  
Lehigh Acres, Fl 33971

MARY A. NOBLE            1767 Woodward Ave.  
North Fort Myers, Fl 33903

RHONDA D. MCROY        4302 S.W. Third Street  
Lehigh Acres, Fl 33971.

#### ARTICLE VI. OFFICERS

The officers shall consist of a president, a vice 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 Trustees. 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 Trustees' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	Nelson C. Noble
Vice President	Shannon S. McRoy
Secretary	Mary A. Noble
Treasurer	Mary A. Noble

#### ARTICLE VII. 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 VIII. INCORPORATOR

The name and residence address of each of the subscribers to these Articles of Incorporation are:

Nelson C. Noble, and Mary A. Noble,  
1767 Woodward Ave., N. Ft. Myers, Florida 33903

Shannon S. McRoy and Rhonda D. McRoy  
4302 S.W. Third Street, Lehigh Acres, Florida 33971.

#### ARTICLE IX. BYLAWS

Corporate Bylaws will be hereinafter adopted by the Board of Trustees. The corporate Bylaws may be altered, amended or repealed, in whole or in part, by the Board of Trustees in the

manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

ARTICLE X. AMENDMENT

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of three fourths of the quorum of this corporation's members.

ARTICLE XI. NONSTOCK BASIS

This corporation is organized on a nonstock basis. It shall not issue shares of stock.

ARTICLE XII. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 1767 Woodward Ave.

North Fort Myers, Florida 33903.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

NELSON C. NOBLE.

The undersigned, constituting this corporation's designated registered agent, who hereby accepts designation as registered agent, and this corporation's subscribers, for the purpose of forming this nonprofit corporation under the laws of Florida, have executed these Articles of Incorporation of SOUTHERN FAITH, INC. on the dates indicated next to their signatures.

Nelson C. Noble Jr.  
NELSON C. NOBLE  
Registered agent

8-4-96  
Date

Shannon S. McElroy  
Subscriber,

8-4-96  
Date

Mary A Noble  
Subscriber,

8-4-96  
Date

J. Nelson C. Noble Jr.  
Subscriber,

12-9-96  
Date

Shannon S. McElroy  
Subscriber,

10-9-96  
Date

SOUTHERN FAITH, INC.  
REGISTERED AGENT DESIGNATION CERTIFICATE

The undersigned, as an officer of SOUTHERN FAITH, INC., authorized to sign this designation on behalf of SOUTHERN FAITH, INC., hereby states:

I.

The address of this corporation's registered office, where service of process within the State of Florida may be served upon this corporation's registered agent, shall be:

1767 Woodward Avenue, North Fort  
Myers, Florida 33903.

II.

The name of the individual who shall serve as this corporation's registered agent, to accept service of process within the State of Florida, at that address is:

Nelson C. Noble.

Nelson C. Noble  
Corporate Officer

ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for SOUTHERN FAITH, INC., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of SOUTHERN FAITH, INC..

Nelson C. Noble  
Registered Agent

FILED  
56 OCT 14 AM 8:10  
SEC. OF STATE  
TALLAHASSEE, FLORIDA