

N960000006205
TRANSMITTAL LETTER

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

SUBJECT: Spirit of Faith Christian Fellowship, Inc.
(Proposed corporate name - must include suffix)

RECEIVED
DEC 3 1996

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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FROM: Keith G. Powell
Name (Printed or typed)

7347 NORTH MAIN Street
Address

Jacksonville, FL 32208
City, State & Zip

(904) 757-8759
Daytime Telephone number

FILED
96 DEC -3 AM 11:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

12.6.96
KR

**ARTICLES OF INCORPORATION
OF
SPIRIT OF FAITH CHRISTIAN FELLOWSHIP, INC.**

(A Florida Corporation Not For Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of incorporation, natural person competent to contract, hereby associate for the purpose of constituting a Non-Profit corporation, to operate in accordance with a non-profit corporate form pursuant to the applicable provisions of the Statutes of the State of Florida relative to corporations not for profit; and section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law and I hereby covenant and agree as follows:

ARTICLE I - NAME

The name of this corporation is: **Spirit of Faith Christian Fellowship, Inc.** and its initial principal office shall be in the City of Jacksonville, Duval County, Florida, or at such other place as the Board of Trustees may decide.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The office address of the initial principal office is:

7347 North Main Street
Jacksonville, Florida 32208

ARTICLE III - TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law. Corporate existence shall commence upon filing with Secretary of State.

ARTICLE IV - PURPOSES

The objectives and purposes for which this Corporation is constituted and organized are: to operate exclusively for religious, charitable, educational, and distinct ecclesiastical purposes

within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereto, and such purposes shall include the following:

A. Religious.

B. To conduct a local church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all of the commandments and provisions as set forth in the Holy Bible, the irrevocable Word of God. Pursuant thereto, the following activities and guidelines shall be established:

1. A recognized Creed, Code of Doctrine, discipline and form of worship shall be established.
2. An ecclesiastical form of government shall be established.
3. Ordination of ministers upon completion of the prescribed course of study, designated by this church ministry.
4. An organization of ministers shall be established to minister to the congregation of **Spirit of Faith Christian Fellowship, Incorporated.**
5. Establishment of a congregation membership based upon acceptance of a recognized creed and belief and support of the church.
6. Spread the Word of the Gospel through seminars, radio, television, establishment of church literature, and other forms of mass media for the purpose of educating the individual in the Word of God.
7. Establishment of various religious services pursuant to the recognized Creed, form of worship, code of doctrine and discipline of the church and the establishment of Sunday Schools and religious Schools for Christians and educational instruction to the young and to the old.
8. Establishing a Bible Training School or School of Theology (not considered an accredited educational institution) for the preparation of ministers who minister to **Spirit of Faith Christian Fellowship, Incorporated.**
9. Minister the Word of God to the faithful, and all others.
10. Promote and encourage, through the ministry of the organization, cooperation with other organizations ministering within the community.
11. To acquire and hold such property, either real or personal, for church purposes, as may be necessary for its membership and the worship of God.

In accordance with and in addition to the powers conferred by the laws of the State of Florida, the Non-profit Corporation shall have the following powers:

- A. To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.
- B. To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.
- C. To acquire, own, lease, mortgage and dispose of property, both real and personal.
- D. To conduct and carry on religious services and instruction through the public media, including electronic broadcasting, AM and FM radio, telecasting, microwave distribution, closed circuit transmission, and cable television.
- E. To acquire, own and operate such broadcasting and/or telecasting facilities.
- F. To accept property and donations in trust for religious or charitable purposes
- G. To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the corporation and, while the owner thereof, to including the power to vote thereon.

ARTICLE V - MEMBERSHIP

There shall be but one class of membership in this corporation. Membership in this corporation may be obtained by natural persons of all races, creeds, and colors, who shall

publicly profess belief in Jesus Christ as their personal Saviour, and who shall further profess their belief in the purposes of this organization as set forth herein, and who shall thereafter be accepted into membership in such manner as provided by the Board of Trustees of this corporation. The subscriber to these Articles of Incorporation and any of the initial Directors of this corporation who desire, shall be and constitute the initial members of this corporation.

ARTICLE VI - OFFICERS

The affairs of this corporation shall be administered by its officers which shall be a president, vice president, secretary, and treasurer, all of whom shall be members of the Board of Trustees; and such other assistants or administrative officers as are determined by the Board of Trustees from time to time. The Board of Trustees shall appoint the officers and the officers shall serve at the pleasure of the Board of Trustees; provided, however, that any person dealing with the corporation shall be entitled to rely upon the documents signed on behalf of the corporation by its president with its corporate seal thereto affixed and attested to by its secretary. The initial officers of this corporation shall be as follows:

Keith G. Powell	President
Kenneth Stout	Vice President
Phyllis B. Powell	Secretary
Phyllis B. Powell	Treasurer

ARTICLE VII - BOARD OF TRUSTEES

The Board of trustees is that group of persons vested with the management of both the spiritual and secular business and affairs of this corporation subject to the law, the Articles of Incorporation and the By-Laws.

The names and street addresses of the initial trustees of this corporation, who shall hold office for the first year or until his successor or successors are elected and have qualified shall be:

Name	
Keith G. Powell	17458 Elsinore Dr., Jacksonville, FL 32226
Phyllis B. Powell	17458 Elsinore Dr., Jacksonville, FL 32226
Emory Stanley	7988 SunnyBrook Rd., Melson, FL 32666
Edward Ruder	13519 N. Main St., Jacksonville, FL 32218
John Jeyaseelan	7 Oak Ave., Ormond Beach, FL 32174
Kenneth Stout	7015 Silver Lake Terr., Jacksonville, FL 32216
William McGill	2530 Laurel Rd., Jacksonville, FL 32207

The number of Trustees of this corporation shall not be less than three at any time. Until further amendment of the By-Laws, the number of Trustees may vary from time to time between a minimum of three and a maximum of fourteen. The manner of election will be stated in the By-Laws.

The Board of Trustees shall have authority and power, which is hereby given, to:

A. Provide suitable and proper means and religious ceremony and required tests and qualifications for entrance into the ministry of the church, hereby being established and organized and by and through the means as established and administered that any and all

applicants may be inducted into the ministry thereby license, commission or full ordination with all church authority possible for any church or ecclesiastical body to be given or to possess or to administer, giving therein authority to administer all sacred services of ecclesiastical bodies and to include all sacred and sacramental services, and to further include the marriage services and together with the sacred services of baptism.

B. Establish, institute, operate and maintain any and all such additional departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles as may be deemed appropriate and advisable by said Board of Trustees for the propagation of the Gospel and Christian and religious work, and where within the United States of America and/or in any other country.

C. Negotiate or designate agents to negotiate all of the business transactions, all receipts and all disbursements, for any such additional departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles established or instituted by this corporation.

A majority of the trustees shall constitute a quorum for the transaction by the Board of Trustees of any and all business, in accordance with the laws of the State of Florida.

The manner in which the directors or trustees of the corporation shall be elected or appointed shall be governed by the provisions of the By-laws of the corporation.

ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

Keith G. Powell
17458 Elsinore Dr.
Jacksonville, FL 32226

ARTICLE IX - CORPORATE ORGANIZATION

Spirit of Faith Christian Fellowship, Incorporated is not organized for pecuniary gain or profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any members, directors, trustees or individuals, except that **Spirit of Faith Christian Fellowship, Incorporated** shall be authorized and empowered to pay and to be paid a reasonable compensation for services rendered. No substantial part of the activities of **Spirit of Faith Fellowship, Incorporated** shall be the carrying on of propaganda or otherwise attempting to influence legislation, and **Spirit of Faith Christian Fellowship, Incorporated** shall not participate in or intervene in (including the publishing or distribution of statements) a political campaign.

Notwithstanding any other provisions of these Articles, **Spirit of Faith Christian Fellowship, Incorporated** shall 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 or,

B. A corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

ARTICLE X - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. The Board of Trustees may authorize any officers, agency or agents of the corporation, to enter into contracts or execute and deliver instruments in writing in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 2. All checks, drafts, or other for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by each officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 3. All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

ARTICLE XI - BY-LAWS

The Board of Trustees shall provide the By-Laws for the conduct of its business and the business of this Corporation as the Board of Trustees may deem necessary from time to time. Such By-Laws may be amended, altered, or rescinded by a majority of its vote of the Board of Trustees present at any regular meeting or any special called meeting which is called for that purpose.

ARTICLE XII - ACTIVITIES

Notwithstanding any other provision 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.

ARTICLE XIII - DISSOLUTION

This corporation may be dissolved only pursuant to the agreement of the Board of Trustees. In the event of such dissolution, the Board of Trustees shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to any such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the circuit Court (or equivalent thereof) of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as the said Court shall determine, which are organized and operated exclusively for such purposes. No part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, member, or to the benefit of any private individual.

ARTICLE XIV - INCORPORATOR

The name and the street address of the incorporators for these articles of incorporation is:

Keith G. Powell
17458 Elsinore Dr.
Jacksonville, FL 32226

The undersigned incorporator have executed these Articles of Incorporation this 27th
day of November, 1996.

Keith G. Powell
Keith G. Powell

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

SPIRIT OF FAITH CHRISTIAN FELLOWSHIP, INC.
(must include suffix)

2. The name and address of the registered agent and office is:

KEITH G. POWELL
(NAME)

7347 NORTH MAIN STREET
(P.O. Box or Mail Drop Box NO ACCEPTABLE)

JACKSONVILLE, FL 32208
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Keith G. Powell
(SIGNATURE)

11/25/96
(DATE)