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1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

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ACCOUNT NO. : 072100000032

REFERENCE : 182477 10472A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pyzdek*

STATION  
DIVISION  
C-10  
PM 8:42  
STATIONS

ORDER DATE : December 10, 1996

ORDER TIME : 12:16 PM

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ORDER NO. : 182477-005

CUSTOMER NO: 10472A

CUSTOMER: Leonard Barrow, Jr., Esq  
LEONARD BARROW, JR., ESQ

2418 Colonial Drive

Melbourne, FL 32901

DOMESTIC FILING

NAME: BIBLIOCENTRIC EVANGELICAL  
MENTORING ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
     CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

     CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

*12/10*

*Carina L. Dunlap*

**ARTICLES OF INCORPORATION  
OF  
BIBLIOCENTRIC EVANGELICAL MENTORING ASSOCIATION, INC.  
(a Non-Profit Corporation)**

SECRET  
DIVISION OF STATE  
96 DEC 10 AM 8:42

The undersigned incorporators, having legal competency to contract, hereby form a non-profit corporation under the Corporation Not For Profit Act of the State of Florida, pursuant to Chapter 617 of the Florida Statutes, as follows:

**Article I - NAME**

The name of the Corporation is the **BIBLIOCENTRIC EVANGELICAL MENTORING ASSOCIATION, INC.**

The address of the principal office of this corporation shall be P.O. Box 1843, Melbourne, FL 32902-1843, and the mailing address of the corporation shall be the same.

**Article II - DURATION**

This corporation shall exist perpetually.

**Article III - PURPOSE**

The general purpose of this corporation is to establish a Christian ministry.

Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under the subparagraphs under which the Corporation qualifies as an exempt organization, of Section 501 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). At all times the Corporation shall comply with the provisions of Florida Statutes Section 617.0105, and to the Internal Revenue Code, relating to private foundations.

In order to achieve the Corporation purposes, the Corporation's efforts shall be to:  
To further the gospel according to Jesus Christ, Our Lord and Savior.

**Article IV - NON-STOCK CORPORATION**

The Corporation shall have no stock and no dividends shall be declared or paid.

#### **Article V - APPOINTMENT OF DIRECTORS**

Directors shall be appointed in accordance with the By-Laws of the Corporation.

#### **Article VI - DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation shall not be less than three (3), and the names and addresses of the persons who are to serve as initial directors are as follows:

Myrue L. Spivey	Carlton Stewart	Patricia P. Spivey
1878 Glenwood St. NE	2645 Elliot Way #3	1878 Glenwood St. NE
Palm Bay, FL 32907	Melbourne, FL 32935	Palm Bay, FL 32907

#### **Article VII - INCORPORATORS**

The names and street address of the incorporators are:

Myrue L. Spivey	Carlton Stewart	Patricia P. Spivey
1878 Glenwood St. NE	2645 Elliot Way #3	1878 Glenwood St. NE
Palm Bay, FL 32907	Melbourne, FL 32935	Palm Bay, FL 32907

#### **Article VIII - INITIAL REGISTERED OFFICE & AGENT**

The initial registered office shall be at 1878 GLENWOOD STREET NE, PALM BAY, FL 32907. The initial registered agent at that office shall be MYRUE L. SPIVEY.

#### **Article IX - AMENDMENTS**

These Articles may be amended by a majority vote of the Board of Directors.

#### **Article X - MEMBERSHIP**

Membership in this Corporation shall be predicated upon the applicant's genuine desire to further the stated purposes of this Corporation. Membership shall be by a majority vote of the Board of Directors, in accordance with the qualifications established within the By-Laws.

#### **Article XI - OFFICERS**

The Corporation shall have the following officers: President, Vice President, Secretary and Treasurer. Two (2) or more of the above offices may be held by the same person. The Board of Directors shall select a Chairman from among its members, who shall also serve as President. The Board shall select persons to hold the remaining offices. Terms of office shall be the same as the terms for Directors as established in the corporate By-Laws.

The name and address of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

MYRUE L. SPIVEY	1878 Glenwood St. NE
President	Palm Bay, Florida 32907

CAPLTON STEWART	2645 Elliot Way #3
Vice President	Melbourne, FL 32935

PATRICIA P. SPIVEY	1878 Glenwood St. NE
Secretary/Treasurer	Palm Bay, Florida 32907

#### **Article XII - BY-LAWS**

The By-Laws of the Corporation shall be made, altered or rescinded by the majority vote of the Board of Directors.

#### **Article XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION**

This Corporation is not organized for a pecuniary profit, and is intended to qualify as tax exempt under Internal Revenue Code §501(c)(3). It shall not have the power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any director or individual. In the event of dissolution, the residual assets of the organization shall be distributed to such organization as is selected by the Board from among organizations qualifying under the same sub-section (as indicated above, or as actually determined by the Internal Revenue Service) of the Internal Revenue Code as this Corporation.

#### **Article XIV - VOTING**

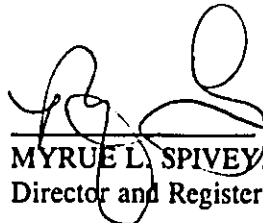
Members are entitled to vote only in the following circumstances:

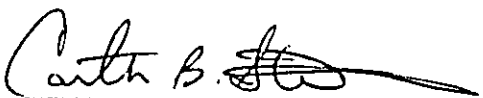
1. To elect substituted directors when a vacancy on the Board of Directors has existed for more than ninety (90) days, such substitute directors to serve for the unexpired term of the previous directors;
2. To resolve a deadlock or tie vote of the Board of Directors;
3. Under such terms and conditions as are established in the By-Laws of the Corporation;
4. Or upon certification of any issue or question by the Board of Directors to the members.

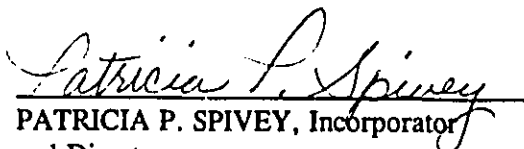
Voting shall be by one (1) vote per member as to each matter submitted to such vote, except that in the election of substitute directors, one (1) vote per vacancy per member, non-cumulative shall be allowed.

**{execution page follows}**

IN WITNESS WHEREOF, the undersigned incorporators, directors, and registered agent have executed these Articles Of Incorporation this 11th day of November, 1996.

  
MYRUE L. SPIVEY, Incorporator,  
Director and Registered Agent

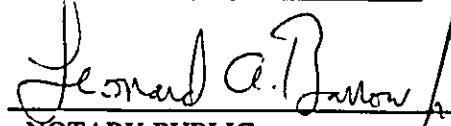
  
CARLTON STEWART, Incorporator  
and Director

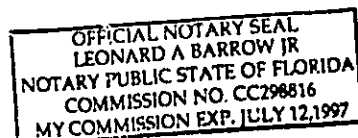
  
PATRICIA P. SPIVEY, Incorporator  
and Director

**STATE OF FLORIDA:**  
**COUNTY OF BREVARD:**

I hereby certify that MYRUE L. SPIVEY (FL D.L.# 5110-552-45-377-0),  
CARLTON STEWART (FL D.L.# 5363-102-43-301), and  
PATRICIA P. SPIVEY (FL D.L.# 5110-695-51-584) each of whom produced the  
identification indicated, personally appeared before me this day and acknowledged due execution  
of the foregoing instrument.

WITNESS my hand and official seal this 11th day of November, 1996.

  
NOTARY PUBLIC

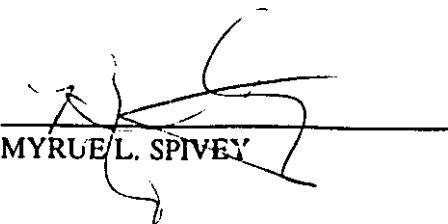


SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC 10 AM 8:42

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

I, MYRUE L. SPIVEY, having been named as Registered Agent, do hereby agree to accept service of process for *BIBLIOCENTRIC EVANGELICAL MENTORING ASSOCIATION, INC.*, a corporation Not-For-Profit under the laws of the State of Florida, at 1878 Glenwood Street NE, Palm Bay, FL 32907, designated as the Registered Office for said corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent under Section 607.0505, Florida Statutes.

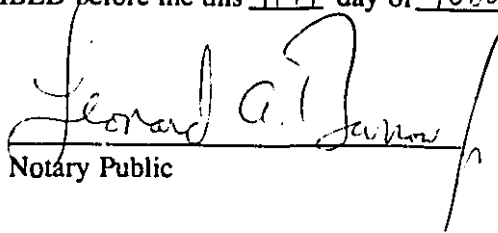
DATED this 11th day of November, 1996.

  
MYRUE L. SPIVEY

STATE OF FLORIDA:  
COUNTY OF BREVARD:

MYRUE L. SPIVEY personally appeared before me this day who produced a FLD-LA 5110-552 45-377-0 as identification, and who acknowledged that he executed the foregoing as his free act and choice.

SWORN TO AND SUBSCRIBED before me this 11th day of November, 1996.

  
Notary Public

OFFICIAL NOTARY SEAL  
LEONARD A BARROW JR  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC298816  
MY COMMISSION EXP. JULY 12, 1997