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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT: EAGLE'S NEST MINISTRIES, INCORPORATED  
(Proposed corporate name - must include suffix)

3000002029763--3  
-12/17/96--01005--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: FREDERICK D. MAFFEO  
Name (Printed or typed)

1799 ANCHORAGE ST., NW  
Address

PALM BAY, FLORIDA 32907  
City, State & Zip

407-727-3241  
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

EAGLE'S NEST MINISTRIES, INCORPORATED

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STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is Eagle's Nest Ministries, Incorporated.

ARTICLE II - ADDRESS

The principal place of business shall be: 2720 Center Place, Melbourne, Florida 32940. The mailing address shall be: 1799 Anchorage Street, NW, Palm Bay, Florida, 32907.

ARTICLE III - PURPOSE

The purpose for which this corporation is formed is: to promote the gospel of the Lord Jesus Christ as recorded in the four gospels and by the writers of the Epistles of the New Testament; to promote, encourage, and maintain good works by cooperative efforts of men and women who believe the gospel of the Lord Jesus Christ including relief of distress and furtherance of the spread of the gospel; to assist in the organization, establishment, and maintenance of local groups who are believers in the gospel of the Lord Jesus Christ; to assist, promote, and further the work of the gospel of the Lord Jesus Christ in the United States, Canada and foreign countries, and to attain its purposes by the publication of Christian literature of any and all kinds, literature being specifically defined to include tape recordings and audio visual means of communications; to engage in the promotion of evangelism, the establishment and maintenance of means for Bible study, and the circulation of Christian literature of all kinds; to encourage personal evangelism and discipleship and to assist in the founding and activities of Christian Churches; to conduct religious meetings; to give instructions in religious matters; to maintain and operate churches and branches thereof; to practice the tenets of Christianity; to cooperate with other religious organizations which desire to sponsor or assist this corporation in its evangelical word; to establish schools of religious teaching of Christian doctrine for the purposes of preparing individuals for religious missionary work, pastoral, and ministerial activities; to take affirmative action toward solving problems and fostering, encouraging, and promoting activities which will improve the temporal and/or spiritual well-being of the human race; to assist in preserving the Constitution and the Bill of Rights of the United States of America; and, thus, to preserve the freedom therein to establish the Kingdom of God in this country and on this earth.

ARTICLE IV - ELDERS/DIRECTORS

The business affairs of the corporation shall be managed by a Board of Elders which shall consist of not less than three members, which number shall be the original number of Elders, and may be any number in excess of three as shall be determined by the by-laws of the corporation. The Elders all hold office until their successors are elected and qualified as specified in the by-laws.

The officers of the corporation shall consist of a President who shall be the Chairman of the Board of Elders, a Secretary and a Treasurer and as many other members of the corporation as may be necessary to fill the Board of Elders to the number in excess of three which may be provided in the by-laws.

Vacancies in the Board of Elders, whether occurring from an increase in the number of members of the Board of Elders pursuant to by-laws or otherwise, shall be filled by the remaining members of the Board of Elders.

Provision for the manner of election of the Board of Elders, provision for the meeting of the Board of Elders, and provision for meetings of the members of the corporation shall be provided in the by-laws.

#### ARTICLE V - POWERS

The corporation shall have power: to have succession by its corporate name in perpetuity; to sue and to be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person; 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"; to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to adopt, change, amend, and repeal by-laws not consistent with the laws of Florida or of the United States of America or with these Articles of Incorporation in the manner hereinafter provided for the administration of the affairs of the corporation and the exercise of its corporate powers; to increase or decrease the number of its Elders in the manner as shall be provided in the by-laws, provided that the number of Elders shall not be less than three but may be any number in excess thereof; to 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 to secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income; to conduct its affairs, carry on its operations, and to have officers and exercise the powers granted by the laws of Florida in any state, territory, district, or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, hold, own, improve, use or otherwise deal in and with real or personal property of any interest therein wherever situated; to acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein; to convey, sell, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, hold, own, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of or otherwise use and deal in and with, shares and other interest in, or obligations or, 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 any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property as security for the payment of funds so loaned or invested; to make donations for the public welfare for religious, charitable, scientific, educational or other similar purposes of distributing the same without profit to the corporation; and to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

Notwithstanding any other provision of these Articles, this corporation 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 of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under

section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE VI - STREET ADDRESS

The street address for Eagle's Nest Ministries shall be: 1799 Anchorage Street, NW, Palm Bay, Florida 32907. Its initial registered agent shall be Frederick D. Maffeo.

#### ARTICLE VII - FIRST OFFICERS AND ELDERS

The number of persons constituting the first Board of Elders of the corporation shall be three, and the names and addresses of the persons who are to serve as such Elders and as officers are as follows:

President: Frederick D. Maffeo  
1799 Anchorage Street, NW  
Palm Bay, Florida 32907

Vice-president: Peter Garofalo  
8494 Ridgewood Ave., #4303  
Cape Canaveral, Florida 32920

Secretary/Treasurer: Ronald E. Wenclewicz  
1023 Ashley Avenue  
Indian Harbour Beach, Florida 32937

#### ARTICLE VIII - MEMBERSHIP

Section 1 - General Membership. To whomsoever will, let them come. The general membership of the corporation shall be open to any natural individual, and membership is acquired by the completion of a membership form as shall be prepared by the Board of Elders and submission of the same to the corporation. A general member of the corporation shall have no power to vote on any matter of business of the corporation or upon the elections held within the corporation, and shall be subject to expulsion in accordance with the rules and regulations as may be pertaining from time to time as established by the Board of Elders.

Section 2 - Ordained Member. An ordained member is any person who has been authorized and approved as a minister of the gospel of Jesus Christ by any organization which is approved by the Board of Elders of this corporation, to include as an ordaining or authorizing organization, this corporation. Ordained members shall be admitted as ordained members by completing an application form as a general member and by submitting an application form in a manner to be approved by the Board of Elders to the Board of Elders for acceptance as an ordained member.

#### ARTICLE IX - BY-LAW STATEMENTS

Section 1. By-laws not in conflict with the laws of the State of Florida or the United States of America or these Articles of Incorporation, may be adopted, amended, or supplemented by the voting membership of the corporation in general or special meeting. The voting membership of the corporation shall consist only of the Board of Elders.

Section 2. Initial adoption of by-laws shall be by a majority vote of the membership of the corporation having voting privileges at a regular or special meeting called for that purpose. Thereafter, the by-laws of the corporation may be made, altered, or rescinded by a two-thirds vote of the voting membership present at any of the regular or special meetings, a quorum being present, provided that notice of the time, place and proposed amendment shall be given as provided in the by-laws initially established and further provided that the proposed change to the by-laws shall have first been reviewed by the Board of Elders and then voted upon by the same.

#### ARTICLE X - AMENDMENTS

The amendments of Incorporation may be amended in the manner prescribed by law and herein. Amendments may be proposed and adopted by two-thirds vote of the total voting membership of the corporation present at a regular or special meeting called for that purpose, a quorum being present, provided written notice of the time, place, and proposed amendment has been mailed to the last known address of each Elder at least ten days before such meeting and further provided that each proposed amendment shall have been approved by the Board of Elders.

#### ARTICLE XI - DISSOLUTION

This corporation may dissolve and wind up its affairs upon the adoption of a resolution to dissolve and wind up its affairs by a majority vote of the ordained member upon such a resolution adopted and submitted by the Board of Elders in meeting duly assembled after proper notice at which a quorum is present of the persons who are ordained members.

The provisions of Section 617.05, Florida Statutes, relating to the dissolution of a corporation not for profit in the state shall be complied with.

The assets of this corporation in the process of dissolution shall be applied and distributed as follows: (a) all liabilities and obligations of this corporation shall be paid, satisfied, and discharged or adequate provision shall be made therefore; (b) assets held by the corporation upon condition requiring return, transfer, or conveyancy which condition occurs by reason of the dissolution shall be returned, transferred or conveyed in accordance with such requirements; (c) the remaining assets shall be transferred or conveyed to an organization not for profit which shall qualify under the Internal Revenue Code of the United States of America to be exempt from income taxation as shall be selected and named by the Board of Elders in the resolution proposing dissolution of the corporation; (d) no part of the assets of this corporation shall be distributed to, or inure to, the benefit of any member, officer, or Elder of this corporation by reason of dissolution.

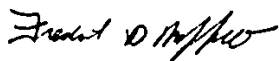
Notwithstanding any other provision of these articles, in the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code of the Federal, State or Local government for exclusive public purpose.

#### ARTICLE XII - SUBSCRIBERS

The names and residence addresses of the subscribers to these Articles of Incorporation are: Frederick D. Maffeo, 1799 Anchorage St., NW, Palm Bay, Florida; Peter Garofalo, 8494 Ridgewood Avenue, #4303, Cape Canaveral, Florida; Ronald E. Wenclewicz, 1023 Ashley Avenue, Indian Harbour Beach, Florida.

The undersigned incorporator has executed these Articles of Incorporation this 12th day  
of December 1996.

Signature of Incorporator:

A handwritten signature in cursive script, appearing to read "Frederick D. Maffeo".

Frederick D. Maffeo

These Articles of Incorporation will be in effect as of January 1, 1997.

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

**FILED**

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TALLAHASSEE, FLORIDA

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:

EAGLE'S NEST MINISTRIES, INCORPORATED  
(must include suffix)

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

FREDERICK D. MAFFEO  
(NAME)

1799 ANCHORAGE ST., NW  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

PALM BAY, FL. 32907  
(CITY/STATE/ZIP)

*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.*

*Frederick D. Maffeo*  
(SIGNATURE)

12-12-96  
(DATE)