

# N/96000006500

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 DEC 20 PM 1:27

TODD A. STERZOY  
Holland and Knight

(Requestor's Name)  
315 South Calhoun Street Suite 600  
(Address)  
Tallahassee, Florida 32302  
(City, State, Zip) (Phone #)  
425-5625

401001201341214-4  
12/20/96-01029-019  
\*\*\*122.50 \*\*\*122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CHRISTIAN Ministry Services, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 1:00  
☐ Mail out ☐ Will wait ☐ Photocopy  
☒ Certified Copy  
☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/> Profit	
<input checked="" type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A., Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

D. BROWN DEC 20 1996

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
CHRISTIAN MINISTRY SERVICES, INC.**

ON SECRETARY'S FILES  
ST. C. 22-11-27

The undersigned, acting as incorporator of **CHRISTIAN MINISTRY SERVICES, INC.**, under the Florida Not For Profit Corporation Act, submits the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the Corporation is:

**CHRISTIAN MINISTRY SERVICES, INC.**

**ARTICLE II. ADDRESS**

The street address of the principal office and the mailing address of the Corporation are:

2016 Anniston Road  
Jacksonville, Florida 32246

**ARTICLE III. DURATION AND COMMENCEMENT**

The Corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The Corporation is organized as a not-for-profit corporation, exclusively for religious and charitable purposes 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. The purposes of the Corporation include, without limitation, the following:

1. To promote the interests of the Corporation's Founding Member, River City Christian Center, Inc., a Florida not-for-profit corporation, and to aid, assist, and confer benefits upon River City Christian Center, Inc., including, without limitation, lending, granting, and conveying the Corporation's assets, both real and personal, in an effort to enhance the ability of River City Christian Center, Inc., to operate a church and fulfill its religious and charitable purposes.

2. To promote in a similar manner the interests of the Corporation's Special Members as they are added in accordance with the Corporation's bylaws, in an effort to enhance

the ability of each Special Member to operate a church and fulfill its religious and charitable purposes; provided, however, the amount of support given may vary among Special Members and may vary from the amount of support given to the Founding Member.

3. To engage in activities related or incidental to the furtherance of the Corporation's stated purposes and permitted under the laws of the United States and Florida.

#### ARTICLE V. LIMITATIONS ON CORPORATE POWER

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 this Article.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.

(d) Should the Corporation at any time be considered a "private foundation" under Section 509(a) of the Internal Revenue Code of 1986, the following limitations will apply:

(i) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(ii) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(iii) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

(iv) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

#### ARTICLE VI. MEMBERS

River City Christian Center, Inc., a Florida not-for-profit corporation, shall be the Founding Member of the Corporation. The qualification for Special Members and the manner of their admission will be as provided in the bylaws. The rights exercisable by members will also be as provided in the bylaws. The Founding Member will appoint the directors at the first annual meeting of members and at each annual meeting thereafter.

#### ARTICLE VII. REGISTERED OFFICE AND AGENT

The Corporation designates 2016 Anniston Road, Jacksonville, Florida 32246 as the street address of the initial registered office of the Corporation and names Daniel L. Jeffery as the Corporation's initial registered agent at that address to accept service of process within this state.

#### ARTICLE VIII. BOARD OF DIRECTORS

The Corporation shall have three (3) directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The directors shall be appointed by the Founding Member as provided in the bylaws. The names of the initial directors are:

Wayne A. Young

Daniel L. Jeffery

Jerry F. Jones

#### ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

Name

Address

Crystal J. Adkins

50 N. Laura Street, Suite 3900  
Jacksonville, FL 32202

#### ARTICLE X. DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to River City Christian Center, Inc., a Florida not-for-profit corporation, if it is then an organization exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law; or if River City Christian Center, Inc., is not then an organization exempt from federal income taxation as described in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, then to one or more organizations that are exempt from federal income taxation as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court for 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. No part of the assets or net earnings of the Corporation may be distributed or inure to the benefit of any individual.

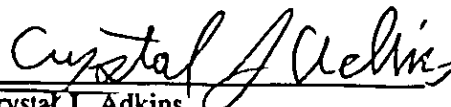
#### ARTICLE XI. INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall

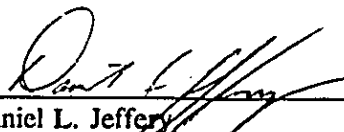
create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation this December 19, 1996.

  
Crystal J. Adkins  
Incorporator

#### ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

  
Daniel L. Jeffery  
Registered Agent

Dated: December 19, 1996

FILED  
SECRETARY OF STATE  
95 DEC 20 PM 1:27