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1-1-97

ORDER DATE : December 30, 1996

ORDER TIME : 10:20 AM

ORDER NO. : 204443-015

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue

Sarasota, FL 34230-3258

DOMESTIC FILING

NAME: FELLOWSHIP FOUNDATION
OF SARASOTA, FLORIDA, INC.

EFFECTIVE DATE: JANUARY 1, 1997

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
12/30/96

**ARTICLES OF INCORPORATION
OF
FELLOWSHIP FOUNDATION OF SARASOTA, FLORIDA, INC.
(A Corporation Not for Profit)**

FILED
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TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, we hereby make, adopt and subscribe the following Articles of Incorporation:

I.
NAME OF CORPORATION

1-1-97

The name of this corporation shall be:

Fellowship Foundation of Sarasota, Florida, Inc.

The principal address and the mailing address of the corporation shall be:

c/o Harold Miller
1444 Pine Bay
Sarasota, Florida 34231

II.
PURPOSES

The purposes for which the corporation 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.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for religious and other charitable purposes, including:

- (a) To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;
- (b) To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

The principal purpose of the corporation shall be to promote, organize, and present an annual community leadership prayer breakfast for Sarasota County, and to provide opportunity for saving faith and growth toward Christian maturity through more effective experience of group prayer and Bible study.

The broader purpose of the corporation shall be to develop and maintain an informal association of responsible people banded together to find through Christ a better way of everyday living, in order to promote for home, community, nation and the world, a leadership led by God. In order to accomplish this, the men who are part of this association seek to:

- 1) Embrace the challenge of Christ, which is "To love the Lord with all your heart, with all your soul, with all your mind, and your neighbor as yourself." - Matthew 22:37-39.
- 2) Work together to bring about a spiritual awakening throughout the world through fervent prayer, godly lifestyle, and love of people that builds friendships and community in Christ at home and abroad. We believe that Christ's love experienced in sincere friendships builds the trust and respect between people that is necessary to accomplish our mission.
- 3) Encourage people around the world toward true servant leadership in all areas of their life pursuits, including family, local church, civic and business responsibilities.
- 4) Commit themselves daily through the power of Christ to being and building bridges of communication and understanding between disparate peoples.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 herein, provided that such payments do not constitute private inurement as described herein. 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 distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation 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).

III. MEMBERSHIP

The qualification for members and the manner of their admission shall be as follows:

1. Membership in the corporation shall be open to men of eighteen or more years of age, who reside or maintain a place of business in Sarasota County, Florida, and who:
 - a) profess faith in Jesus Christ and dependence upon Him for salvation;
 - b) concur in the stated purposes of the corporation; and
 - c) express a willingness to support this corporation and to abide by its Articles of Incorporation as presently or hereafter duly adopted.
2. Anyone desiring to become a member shall indicate his qualifications to the Board of Directors, together with his name, residence or business addresses and telephone numbers. Membership shall be by entry of the applicant's name upon the membership rolls of the corporation by the secretary after approval by the Board of Directors.
3. If a member fails to evidence in his life the qualifications for membership for a period of more than twelve consecutive months, his membership may be terminated by majority vote of the Board of Directors.
4. Dues shall be as determined from time to time by the Board of Directors to be necessary to defray the reasonable costs of the activities of the corporation.

IV. MEETINGS OF MEMBERS

The annual meeting of members of the corporation shall be held in the month of June at a place in the City of Sarasota, Florida to be designated by the Board of Directors. The secretary shall mail a written notice of the time and place of any meeting of the corporation, not less than fourteen days prior thereto, to each member at the address appearing on the records of the secretary of the corporation. Special meetings of the members may be called by the president of the corporation, or by a majority of the Board of Directors, by written notice to the secretary of the designated time and place thereof. The following matters will be discussed at the annual meeting:

1. A report of the past year's activities and of projects for the future shall be made by the board and by such others as the board may invite to report.
2. A financial report shall be made by the treasurer.
3. Directors shall be elected, and their number established, for the coming year.
4. Old or pending matters shall be discussed.
5. New matters shall be properly raised.

A quorum at any meeting of the membership of the corporation shall consist of the lesser of (a) one half of the members, or (b) five members.

V.
BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors, and the method of such election of directors shall be as stated in the bylaws.

VI.
CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law.

VII.
BYLAWS

The first Board of Directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

VIII.
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is John L. Moore, Esq.

IX.
INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

John L. Moore
200 South Orange Avenue
Sarasota, Florida 34236

X.
COMMITTEES

The Board of Directors may appoint such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation, the powers and duration of such committees being at all times subject to the Board's determination and ongoing discretion.

XI.
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

XII.
AMENDMENT

These Articles may be amended from time to time by the majority vote of a meeting of the members of the corporation, duly called by notice in which the substance of such amendment is set forth.

XIII.
FISCAL YEAR

The fiscal year of the corporation shall end on December 31 of each year.

XIV.
EFFECTIVE DATE

FILED

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The existence of the Corporation shall commence upon January 1, 1997.

STATE
TALLAHASSEE, FLORIDA

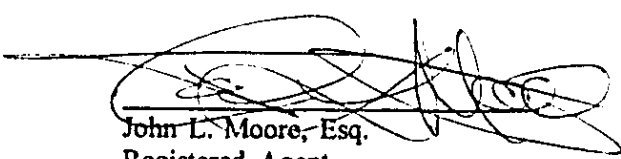
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 27th day of December, 1996.



John L. Moore

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of Fellowship Foundation of Sarasota, Florida, Inc., to accept service of process upon said corporation in this state.



John L. Moore, Esq.
Registered Agent