

N97000006425
Matthew W. Burns, Attorney

Post Office Box 1226
Tallahassee, Florida 32314

Telephone (904) 837-8445 • Facsimile (904) 650-0400

Division of Corporations
409 East Gaines
P.O. Box 6327
Tallahassee, Florida 32314
ATTN: New filings section

Re: Articles Of Incorporation
for Calvary Emerald Coast, Incorporated

To Whom It May Concern:

400002334674--1
-10/31/97--01018--008
⑨ ****131.25 ****131.25

Please find enclosed the Articles of Calvary Emerald Coast, Incorporated, for filing.

Also, find enclosed my office check number 2026, in the sum of \$131.25 to cover the filing fee, certified copy and Certificate.

Please return the Articles and Certificate of Incorporation to this office.

I appreciate your assistance.

Sincerely,

Mary Collins, for
Matthew W. Burns

MWB/mfc

Enclosure

97 NOV 14 PM 2:05
SECRETARY OF STATE
DIVISION OF CORPORATIONS

11-14-97

11-14-97
H-4-97
WS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1997

MATTHEW W. BURNS, ESQ.

P. O. BOX 1226
DESTIN, FL 32540

SUBJECT: CALVARY EMERALD COAST, INCORPORATED
Ref. Number: W97000024968

We have received your document for CALVARY EMERALD COAST, INCORPORATED and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 397A00053249

**ARTICLES OF INCORPORATION
OF
CALVARY EMERALD COAST, INCORPORATED**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 PM 2:05

The undersigned, being first sworn, acting as the Incorporators of a Florida corporation not for pursuant to Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation (hereinafter called the association) is CALVARY EMERALD COAST, INCORPORATED,

ARTICLE II - NONPROFIT PROVISION

No part of the income or profit of this corporation shall be distributable to and no dividend paid to, its members, directors, or officers. The corporation may pay compensation in a reasonable amount to its members, directors or officers, or to other persons, for services rendered, or goods provided, and may confer benefits upon its members in conformity with its purposes.

ARTICLE III - COMMENCEMENT AND TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation with the Secretary of State of Florida, and the corporations's existence shall be perpetual.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is :

1000 Alderwood Way
Niceville, FL 32578

The mailing address of the corporation is the same.

ARTICLE V - CORPORATE PURPOSE

This corporation is formed for the purpose of conducting the organized practice of religion by the corporation members, in accordance with the By-Laws of the corporation. The corporation shall not engage in any activity or adhere to any purpose which shall violate the corporation's eligibility for tax-exempt status under Section 501(c)(4) of the Internal Revenue Code of the United States. The corporation is organized and shall be operated exclusively for the purposes set forth above. The activities of the corporation will be financed by donations, and no part of any income or net earnings of the corporation will inure to the benefit of any member.

ARTICLE VI - CORPORATE POWERS

The corporation shall have and exercise any and all powers, rights, and privileges that a corporation not for profit organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise under the laws of Florida, and such powers shall not be enumerated herein.

ARTICLE VII - REGISTERED AGENT

The street address of the corporation's initial registered agent is:

1000 Alderwood Way
Niceville, FL 32578

The name of the corporation's initial registered agent at that address is JAMES T. FLANDERS. The written acceptance of this appointment signed by the said registered agent is appended below to these Articles of Incorporation.

ARTICLE VIII - ORGANIZATIONAL MEETING

The Organizational Meeting of the corporation shall be

held on the call of the majority of the Incorporators, with reasonable notice to the other Incorporators. At such meeting the Incorporators shall elect the Initial Board of Directors, who shall complete the organization of the corporation.

ARTICLE IX - BY-LAWS

The corporation shall adopt By-laws for the regulation and management of its affairs, and from time to time may alter, repeal, amend or restate the By-laws, or adopt new By-Laws.

a. The initial By-laws shall be adopted at the Organizational Meeting of the corporation by majority vote of the initial Board of Directors. Thereafter, the power to alter, amend, repeal, restate By-laws, or to adopt new Bylaws for this corporation shall vest in the Board of Directors, unless otherwise provided in an amendment to these Articles of Incorporation or in the By-laws themselves.

b. Any provision which these Articles state shall be set forth in the By-Laws, may in the alternative, be set forth in an Amendment to these Articles of Incorporation. Any provision of these Articles of Incorporation or of any Amendment to these Articles of Incorporation shall take precedence over and supersede to any contrary or inconsistent provision of the By-Laws.

ARTICLE X - MEMBERS

The corporation shall have one or more classes of members. Members are not entitled to vote in the affairs of the corporation except as provided in the Articles of Incorporation or the By-laws. The designation of each class of members and the qualifications and rights of each such class, and the manner of termination of

membership in the corporation, shall be as provided in the By-Laws. The corporation shall issue no shares of stock or stock certificates. The corporation may, if so provided in the By-Laws, issue membership certificates in the manner and form provided by the By-Laws, but shall not distribute dividends or income to members in connection with such certificates, or otherwise and such distribution is prohibited.

ARTICLE XI - BOARD OF DIRECTORS

The management of the affairs of the corporation and the authority to direct the exercise of corporate powers is vested in the Board of Directors. All corporate powers must be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth in these articles of incorporation.

a. The Initial Board of Directors shall consist of no less than three (3) Directors who shall be elected by majority of votes of the Incorporators at the Organizational Meeting. The term of office of the Initial Board of Directors shall be as stated in the By-laws.

b. After adoption of the Initial By-Laws, Directors shall be elected or appointed in the manner and for the term provided in the By-Laws.

c. The number of Directors constituting the Board of Directors subsequent to the Initial Board of Directors shall be specified in the By Laws, and the number of Directors may be increased or decreased from time to time in the manner provided in the By-Laws, provided, however, that the corporation must never

have fewer than three (3) Directors.

d. Directors must be natural persons who are 18 years of age or older. The additional qualification for Directors shall be stated in the By-Laws.

e. The procedure for the removal of Directors shall be provided in the By-Laws.

f. Any vacancy on the Board of Directors shall be filled in the manner prescribed by F.S. 617.0809.

g. Directors shall not receive monetary compensation for service on the Board of Directors, except as provided in the By-Laws.

ARTICLE XII - MEETINGS OF DIRECTORS

Meeting of the Board of Directors shall be held and conducted in the manner prescribed in F.S. 617.0820. Action may be taken by Directors without a meeting as prescribed in F.S. 617.0821. Notice as prescribed in the By-Laws shall be given for all meetings of the Board of Directors. The presence of a quorum at any meeting of the Board of Directors shall be determined pursuant to F.S. 617.0824. No action other than adjournment may be taken at any meeting of the Board of Directors unless a quorum is present.

ARTICLE XIII - COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of the full Board of Directors, designate Committees as prescribed in F.S. 617.0825; all such Committees shall operate in compliance within that statute.

ARTICLE XIV - OFFICERS

The Corporation shall have the officers described in the

Bylaws, who shall be elected or appointed at such time and for such terms as is provided in the Bylaws. Each officer shall perform the duties and shall receive compensation as set forth in the Bylaws. The Corporation shall not enter into any contract conferring on any officer an expressed or implied right to hold or perform any office. This provision does not preclude the corporation from entering into employment contracts with officers for employment in other capacities.

ARTICLE XV - INCORPORATORS

The name and address of the Incorporator of the Corporation signing these Articles of Incorporation is:

James T. Flanders
1000 Alderwood Way
Niceville, FL 32578

the Incorporator's signature appears below.

ARTICLE XVI - AMENDMENTS TO ARTICLES OF INCORPORATION

Amendment to the Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office.

(a) An amendment adapted in the above manner may prescribe additional, different or alternative methods for amending these Articles of Incorporation, or may impose additional requirements on the above method for adopting amendments.

(b) No amendment to these Articles of Incorporation shall be effective if such amendment results in this corporation being ineligible for recognition as a tax exempt organization under provision of Section 501(c)(4), Internal revenue Code, unless the amendment expressly states that it is intended to so effect the

corporation's eligibility such recognition.

ARTICLE XVI - DISSOLUTION

On dissolution, the assets of the association shall be distributed to an appropriate public agency or charitable organization which is tax-exempt under provisions of Section 501(c), Internal revenue Code, to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

EXECUTED at Destin, Okaloosa County, Florida on this 29th day of October, A.D. 1997.

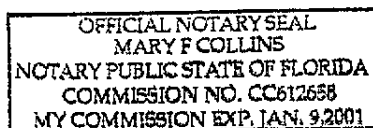
James T. Flanders
JAMES T. FLANDERS
1000 Alderwood Way
Niceville, FL 32578
Incorporator

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared JAMES T. FLANDERS, who produced FL Drivers Lic. as identification or who is known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 29th day of October, 1997.

Mary F. Collins
Name:
Notary Public
My commission expires: _____



corporation's eligibility such recognition.

ARTICLE XVI - DISSOLUTION

On dissolution, the assets of the association shall be distributed to an appropriate public agency or charitable organization which is tax-exempt under provisions of Section 501(c), Internal revenue Code, to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

EXECUTED at Destin, Okaloosa County, Florida on this 29th
day of October, A.D. 1997.

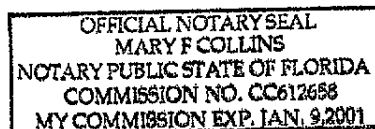
James T. Flandiers
JAMES T. FLANDIERS
1000 Alderwood Way
Niceville, FL 32578
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared JAMES T. FLANDERS, who produced A Drivers Lic. as identification or who is known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 29th day of October, 1997.

Mary F. Collins
Name:
Notary Public
My commission expires:



Acceptance of Appointment as Registered Agent

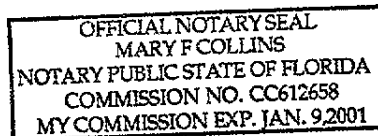
The undersigned, pursuant to F.S. 617.0501, states that the undersigned is familiar with the obligation, and hereby accepts appointment as such Registered Agent and the obligations of that position.

James T. Flanders
JAMES T. FLANDERS
1000 Alderwood Way
Niceville, FL 32578
Registered Agent

STATE OF FLORIDA)
COUNTY OF OKALOOSA)

SWORN TO AND SUBSCRIBED before me this 7th day of November, 1997, by JAMES T. FLANDERS, who is known to me or who presented FL Drivers Lic as identification.

Mary F. Collins
Name:
Notary Public
My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 PM 2:06