

N 97 00000 6533

Elder Pastor L. Thomas  
1302 Fairbanks Street  
Lakeland, FL 33805  
November 3, 1997

FILED  
97 NOV 17 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Division of Corporation  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
1-1-98

300002339053--4  
-11/05/97--01081--006  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Please accept our corporation papers included in this envelope, and our check for one hundred and twenty-two dollars and fifty cents (\$122.50), in payment for the processing fee. The church to be incorporated is located at

3406 Mountain Lake Cut Off Road  
Lake Wales, Florida.

Our mailing address is

1302 Fairbanks Street  
Lakeland, Florida 33805.

Thank you.

*Loria Thomas*

*according to Loria Thomas,  
these are her complete  
articles. BR 12-4-97*

Sincerely,

*Elder Pastor Loria Thomas*

Elder Pastor Loria Thomas  
Presiding Elder  
God's Word House of Prayer Church

LT/sjp

Enclosure

NOV 1 9 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

November 6, 1997

ELDER PASTOR L THOMAS  
1302 FAIRBANKS STREET  
LAKELAND, FL 33805

SUBJECT: GOD'S WORD, HOUSE OF PRAYER CHURCH, INC.  
Ref. Number: W97000025254

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for GOD'S WORD, HOUSE OF PRAYER CHURCH, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as 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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 097A00053751

*Dear Mr. Chesser:*  
*Please note:*  
*on the bottom of page four the registered agent*  
*and office was already listed in the incorporation*  
*papers. Our mailing address please note*  
*is our legal office. We now have a new*  
*office location which is also the location*  
*of the church we have added this address*  
*also on the last page.*  
*Sincerely, James Thomas*  
*(686-2862)*

EFFECTIVE DATE  
1-1-98

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the Corporation is "God's Word House of Prayer Church, Inc."

ARTICLE II - DEFINITIONS

A. The term "Church" shall mean "God's Word House of Prayer Church, Inc."

B. The term "Pastor or "Pastor of the Church", shall refer to the person who founded the church, Elder Loria Thomas.

C. The term "Co-Pastor, or Pastor" shall refer to the person who co-founded the church, Elder James Thomas

D. The term "Trustee", or "Member of the Board of Trustees" shall refer to a person who has been appointed by both of the Pastors to occupy that position, in accordance with these Articles and Bylaws and shall include on its board , both Pastors.

E. The term "Executive Board of Trustees" shall refer to three people; The President, who is the Founder of the church, Elder Loria Thomas, The Vice-President , who is the Co-Founder and the Treasurer, as directed by the By-laws, Elder James Thomas, and the Secretary Deconess Patti Hargrove.

ARTICLE III - DURATION

This Corporation shall have perpetual existance commencing on January 1, 1998.

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#### ARTICLE IV-NOT FOR PROFIT

This Corporation is a corporation not-for profit as defined in Section 619.01, Florida Statutes (1981). The Corporation is not formed for pecuniary profit but, shall not be prohibited from earning or receiving income. No part of the income or assets of the Corporation is or shall be distributable to or for the benefit of its Members, Active Members, Trustees or Officers, except as to the extent permissible under law, and in accordance with these Articles of Incorporation.

#### ARTICLE V-PURPOSES

This Sovereign Church and Corporation is organized for the following exclusively charitable or religious purposes:

- A. To establish and maintain a sovereign Church for the Worship of Almighty God, Our Heavenly Father.
- B. To provide for Christian Fellowship for those of like belief, regardless of denomination, affiliation or background;
- C. To propagate the Gospel of The Lord Jesus Christ by all means available to us, at home and in foreign lands.
- D. To encourage and support the growth and extension of Christianity through all means of communication and education, including, but not limited to, conventional methods of preaching and teaching, radio broadcasting, television broadcasting, the printing or reproduction and publication of recordings, audio and video tapes and disks, books and other materials, the establishment and operation of a school or schools, and the holding and conducting of seminars, study groups, workshops, conventions, concerts, and meetings.
- E. To license and ordain ministers.
- F. To assist in the establishment and maintenance of other churches, ministries or religious institutions.
- G. To evangelize, through teaching, preaching, and the distribution of recordings, books, and tapes, of religious information.
- H. To engage in any activity lawful in the State of Florida which will further the above purposes notwithstanding the foregoing, the corporation's purposes shall be accomplished only in a manner consistent with the except purposes

## ARTICLE VI-POWERS

The Corporation shall have full power to transact and perform such acts and things as shall be necessary or appropriate for the attainment of purposes described in Article V. above, independent of the control or supervision of any authority outside itself. Without (limiting the generality of the foregoing language, the Corporation shall have the power to:

A. Acquire, receive and accept, by way of grant, gift, devise, bequest, purchase, lease or otherwise, real property and personal property, tangible and intangible, of every kind, including security interests in real property (including mortgages on or security interest in real property and receipts, notes, certificates or other instruments representing any rights or interests in real property) created or issued by any person, firm, association, corporation or government or subdivision thereof, and including chattel mortgages or security interests in personal property (including Liens, commercial paper, notes, stock certificates, participation certificates, partnership interests, time share interests, or other interests or evidence of ownership of personal property).

B. To exercise all right, powers, and privileges in respect to property, including the power to hold, administer, sell, encumber, pledge, convey, transfer, and dispose of, invest and reinvest such property and the income and proceeds thereof.

C. To use, apply or disburse any of its property or the income or proceeds thereof, exclusively for or toward any one or more of the purposes as enumerated in Article V.

D. To borrow money, issue bonds, debentures, notes or to create or issue other obligations or securities.

E. To receive tithes, offerings, gifts, bequests and other income and to solicit funds and raise money to fulfill the above stated purpose.

F. To receive gifts or conveyances in trust and to hold properties in trust for the purposes set forth above.

G. To exercise the corporate powers as set forth in Section 617.21 of the Florida Statutes, as it exists upon the effective date of these Articles of Incorporation and to exercise such corporate powers as shall be added to Section 617.21, Florida Statutes, or its successor at any time in the future.

H. To take any other lawful action reasonable or necessary to the accomplishment of the purposes described in Article V.

## ARTICLE VII-LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Active Member, Trustees, or Officers, but 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 Article V hereof.

## ARTICLE VIII-MEMBERSHIP

The Corporation has, and shall continue to have Members, who may attain their status as such in the manner provided in the Corporation's Bylaws. The rights and privileges provided in the Bylaws of the Corporation, and a Member's status or Membership may be limited or terminated by the Corporation or may be terminated by the Member in accordance with the ByLaws of the Corporation.

Members who are at least sixteen years of age, and who, for the term of their Membership or during the period of three months next prior to any record date (as described in the ByLaws of the Corporation) have attended the majority of the Corporation's services (as described in the ByLaws of the Corporation), have supported the Corporation with their tithes and offerings to the church's General Fund, and who are (Living consistent Christian Lives, and who are in agreement with the sixteen tenets of Faith described in Article VI of the ByLaws of the Corporation, shall qualify and be regarded as Active Members of the Corporation, and shall have those rights and privileges provided in the ByLaws of the Corporation in addition to their rights as Members.

So long as the ByLaws of the Corporation contain provisions relating to quorum and voting requirements for meetings and activities of the membership, and for notice requirements sufficient to provide notice of membership, the provisions of Chapter 607, Florida Statutes, relating to meetings and activities of shareholders, shall not apply to Members of the Corporation.

## ARTICLE IX-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1302 Fairbanks St., Lakeland, Florida 33805, and the name of the initial registered agent is Elder Loria Thomas.

#### ARTICLE X-INCORPORATORS

The name and address of those subscribing to these Articles of Incorporation are as follows:

Elder Loria Thomas  
1302 Fairbanks St.  
Lakeland, Florida 33805

Decon James Thomas  
1302 Fairbanks St.  
Lakeland, Florida 33805

Deconess Patti Hargrove  
638 Coronet  
Plant City, Florida 33566

Kathy Grant  
2093 Ave. H.N East  
Winter haven, Florida

#### ARTICLES XI- INITIAL BOARD OF TRUSTEES

The oversight of the Business affairs of the Corporation shall be vested in the Executive Board of Trustees, which is made up of the President, Elder Loria Thomas, the Vice-president, and treasurer Elder James Thomas, and Secretary, Deconess Patti Hargrove.

The Members of the Board of Trustees shall consist of persons appointed by both Pastors initially and shall consist of officers, who shall be elected to their positions by the members of the church board of trustees. The number of persons constituting the Board of Trustees shall never be less than three members and shall include on its board both pastors. The number of persons constituting the Board of Trustees may be increased or decreased from time to time in accordance with the Bylaws. The Pastors shall nominate persons to serve on the Board of Trustees, and the Active Members shall ratify or confirm the Trustees so nominated, at an annual meeting of the Active Members held in accordance with the Bylaws of the Corporation. The initial Pastors shall be the Founder and the Co-Founder until resignation or death. Honorary Elders, Trustees or Board Members, to be selected by the pastors, Honorary Elders, Trustees or Board Members shall not be considered to be members of the Board of Trustees, and shall not have or exercise any of the powers possessed by the Board of Trustees.

## ARTICLE X11

The officers of the Corporation shall consist of the Pastors (who shall be the President and vice-President of the Corporation and chairman of the Board of Trustees) and such other Officers as may be described in the ByLaws. Officers must be Active Members of the Corporation, but need not be members of the Board of Trustees. Each Officer (other than the Pastors) shall be nominated by the Pastor, elected by the members of the Board of Trustees and ratified by the Active Members of the Church, at such time and in such manner as may be set forth in the ByLaws. Officers and Trustees other than the Pastors may be removed by a vote of the members of the Board of Trustees or by action of the Pastors in the manner provided in the ByLaws. The Pastors may be removed only by resignation or death .

## ARTICLE X111 -ByLaws

The initial ByLaws of the Corporation are to be made and adopted by the Board of Trustees, but must be ratified or confirmed by the Active Members of the Corporation before they become effective. The ByLaws of the Corporation may be altered, amended or rescinded by a majority vote of Board of Trustees, followed by ratification or confirmation by a majority of the Active Members of the Corporation present at a meeting called for that purpose, with the change (whether an alteration, amendment or rescission) to become effective only after ratification or confirmation by the Active Members of the Corporation. Under Section 617,002, Florida Statutes, the provisions of Section 607,081, Florida Statutes (1981) as amended from time to time, shall govern the ByLaws.



## ARTICLE XIV-AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation or any amendment to them, and all rights and privileges conferred upon the Members, trustees, and Officers are subject to this reservation., Amendments to these Articles of incorporation may be adopted only in the following manner:

A. Any Active Member of the Corporation may propose an Amendment to the Articles of incorporation by submitting the proposed Amendment, in writing, to the Board of Trustees at least ten days prior to any regularly scheduled meeting of the Board of Trustees. Alternatively, any active member of the Corporation may propose an Amendment by submitting the proposed Amendment, in writing, to the Pastors at least thirty days before the annual meeting of the Active members of the Corporation, and the Pastors shall then bring the proposed Amendment to the attention of the members of the Board of Trustees at any regular or special meeting of the members of the Board of Trustees prior to the annual meeting of the Active Members of the Corporation. The time limitations in this paragraph (Article XIV, Section I) may be waived by unanimous vote of the members of the Board of Trustees at any meeting at which both the Pastors and a quorum are present.

2. The Board of Trustees shall consider the proposed Amendment at any regular meeting, or, in the case of the submission of a proposed Amendment from an Active Member to the Pastors prior to the annual meeting of the Active Members of the Corporation, any special meeting, and the Board of Trustees may decide to submit the proposed Amendment to the Active Members without any recommendation. If the Board of trustees votes to reject the proposed Amendment, the proposed Amendment shall be considered rejected by the Corporation, and no further meeting or vote of the Active Members shall be required in connection with the proposed Amendment. Once a proposed Amendment is rejected by the Board of Trustees, neither it nor any substantially similar proposed Amendment shall be submitted to the Board of Trustees for a period of six months from the date of rejection by the Board of Trustees, unless the Board of Trustees votes unanimously to waive this requirement.

3. If the Board of Trustees submits a proposed Amendment to the membership in accordance with Article XIV, Section 2, above, the Active Members shall vote on the proposed Amendment at the annual meeting of the Active Members of the Corporation or at any other special meeting of the Active Members of the Corporation called for that purpose in accordance with the ByLaws of the Corporation.

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A vote two-thirds (2/3) of the Active Members present shall be required to adopt an Amendment to these Articles of Incorporation. For the purposes of this Article XIV, only Active Members of the Corporation in good standing on the record date (as set forth in the ByLaws of the Corporation) next prior to the time of the annual or special meeting of the active Members of the Corporation at which a proposed Amendment is considered and voted upon shall have the right to vote on, or express themselves regarding, the proposed amendment.

Notwithstanding any provision to the contrary in these Articles of Incorporation or the ByLaws of the Corporation, no amendment or repeal of any provision of these Articles of Incorporation shall be effective if such amendment or repeal is inconsistent with the exempt purposes set forth in Article V, above.

#### Article XV- Nonstock Basis

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not -For -Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

#### Article XVI-Indemnification

The Corporation shall indemnify any Officer or Trustee, or, after the date of effective date of these Amended and Restated Articles of Incorporation, any former Officer or Trustee, in accordance with the provisions of Section 617.028, Florida Statutes or the ByLaws of the Corporation. Only for the purposes of determining a right to indemnification under this Article or Section 617.028, Florida Statutes, members of the Board of Trustees of the Corporation shall be considered the equivalent of "directors."

#### Article XVII- Tax Exempt Status

It is the intention of this Corporation at all times to qualify and remain qualified as exempt from Federal and Florida income taxes as same may from time to time be amended. Accordingly:

A. The Corporation is not to have authority to issue capital stock.

B. The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member or individual nor shall any of such net earnings nor any of the property or assets of the

INITIAL BOARD OF TRUSTEES-, CONTINUED..

The Name and Address of each member of the Current Board of Trustees of the Corporation is as Follows:

Elder Loria Thomas  
1302 Fairbanks St.  
Lakeland, Florida 33805

Decon James Thomas  
1302 Fairbanks St.  
Lakeland, Florida 33805

Deconess Patti Hargrove  
638 Coronet St.  
Plant City, Florida 33566

Kathy Grant  
2093 Ave. H.N. East  
Winter Haven, Florida

Elder Sandra Sebastiano  
6107 Donegal West  
Lakeland, Florida 33813

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

Pursuant to the provisions of sections 607.0501 or 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: God's Word House of Prayer  
Church, INC.

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

Elder Pastor: Loria Thomas  
(Name)

mailing: 1302 Fairbanks St. Lakeland, FL 33805  
(P.O. Box NOT acceptable)

Church office: 3406 Mountain Lake Crt off Rd.  
Lake Wales, Florida 33853  
(City/State/Zip)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

SIGNATURE Loria Thomas

INCORPORATOR AND REGISTERED AGENT

DATE 11-13-97