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93 JAN 21 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

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

SUBJECT: GREATER NEW COVENANT M.B. ~~BAPTIST~~ CHURCH *Inc*

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50.

FROM: JOSEPH G. SEWELL  
1580 NW 16<sup>th</sup> Avenue  
Miami, FL 33030  
(305) 247-4461

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\*\*\*122.50 \*\*\*122.50

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

*walk in*

P.Hall  
JAN 21 1998

ARTICLES OF INCORPORATION  
OF

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GREATER NEW COVENANT M.B. CHURCH INC.

98 JAN 21 PM 4:16

SECRETARY OF STATE

The undersigned, do hereby subscribe to, acknowledge, and file  
the following Articles of Incorporation for the purpose of creating  
a not for profit corporation under the laws of the State of  
Florida:

ARTICLE I - NAME

The undersigned, acting as incorporator of Florida not for  
profit corporation pursuant to Chapter 617, Florida Statutes,  
adopts the following Articles of Incorporation for GREATER NEW  
COVENANT M.B. CHURCH INC., a not for profit Florida  
corporation.

ARTICLE II - PURPOSE

This corporation is organized exclusively for charitable,  
religious, educational, and scientific purposes including for such  
purposes, the making of distributions to organizations that qualify  
as exempt organizations under section 501c(3) for the Internal  
Revenue Code, or corresponding section of any future federal tax  
code any and all lawful business for which a corporation may be  
incorporated under Chapter 617 Florida Statutes.

### ARTICLE III - VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares, with one vote to be cast per share.

### ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

### ARTICLE V - STATUS

This corporation elects a not for Profit status according to applicable State and Federal Laws pursuant to Chapter 617, Florida Statutes and the 501C 3 the Internal Revenue Code of 1986

### ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the

organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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. This corporation shall commence at the time of filing of these articles and shall have perpetual existence.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1580 N.W. 16<sup>th</sup> Avenue, Miami, Florida 33030 and the name of the initial registered agent of this corporation is Joseph G. Sewell whose address is 1580 N.W. 16<sup>th</sup> Avenue, Miami, Florida 33030. The principal address is the same as the registered office.

**ARTICLE VIII. INITIAL BOARD OF DIRECTORS  
AND INCORPORATORS**

This corporation shall have at least four initial director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director and incorporators who is signing these articles of this corporation are as follows:

NAME

ADDRESS

Pastor Joseph G. Sewell- President, 1580 N.W. 16<sup>th</sup> Avenue  
Miami, Fl. 33030

The manner of election of the directors shall be stated in the bylaws.

**ARTICLE IX. INITIAL OFFICERS**

The names and post office address of the first officers of this corporation, all of whom shall constitute the first Board of Directors, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows:

NAME

ADDRESS

Pastor Joseph G. Sewell- President, 1580 N.W. 16<sup>th</sup> Avenue  
Nehemiah Davis-Vice President, 1580 N.W. 16<sup>th</sup> Avenue,  
Deborah Dickerson- Treasurer, 1580 N.W. 16<sup>th</sup> Avenue  
Bridget Hopkins-Secretary, 1580 N.W. 16<sup>th</sup> Avenue  
Miami, Fl. 33030

All of the said Directors and Officers are of full age and both are citizens of the United States.

**ARTICLE X - INDEMNIFICATION**

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

**ARTICLE XI - DISCLOSURE**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in no way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise

interested in, or are directors, or officers of, such corporation.

Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any director of this corporation who is also a director or officer of such corporation, who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation.

#### ARTICLE XII - BY-LAWS

The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered or rescinded by majority vote of the shareholders present at any regular or special meeting called for that purpose, subject to any limitations set forth in the laws of Florida concerning corporate action that must be authorized or approved by members of the corporation.

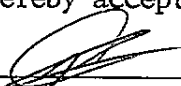
ARTICLE XIII - AMENDMENTS

An amendment to these Articles of Incorporation may be proposed by any shareholder of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have made, executed, subscribed and acknowledged these Articles of Incorporation on the \_\_\_\_ day of January, 1998 for the purpose of forming this a Not for Profit corporation under the laws of the State of Florida.

Name: Joseph G. Sewell, Pastor  
Address: 1580 N.W. 16<sup>th</sup> Avenue  
Miami, Florida 33030

I hereby accept the duties and responsibilities as registered agent.

  
\_\_\_\_\_  
Signature  
Incorporator/Registered Agent

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