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KEY & WASHINGTON KENDALL  
ATTORNEYS AND COUNSELORS AT LAW

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PHONE: 561-992-4208, FAX: 561-992-0338

GWENDOLYN S. KEY, Esquire

MAMIE WASHINGTON KENDALL, Esquire

February 25, 1998

Florida Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

**RE: Winning Souls for Christ Voice of the  
Watchman, Inc.**

100002444581--8  
-03/02/98--01157--004  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Please find enclosed Articles of Incorporation. Please return a certified copy of the articles to the Belle Glade address.

Enclosed please find the necessary fee of \$122.50.

Sincerely,

*Mamie W. Kendall*

Mamie Washington Kendall, Esquire

MWK:lc

Enclosure

FILED  
98 MAR -2 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dm  
3/3/98

**ARTICLES OF INCORPORATION**

**OF**

**WINNING SOULS FOR CHRIST VOICE OF THE WATCHMAN, INC.**

**FILED**

98 MAR -2 AM 10: 58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**KNOW ALL MEN**, that the herein subscribers associate themselves together to form a corporation, not for profit, but for spiritual purposes, pursuant to the provisions of the Laws of Florida relating to corporations not for profit, and for said purposes they adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of this corporation shall be: Winning Souls for Christ Voice of the Watchman, Inc., and it shall maintain its offices at 223 Booker Place, Pahokee, Palm Beach County, Florida.

**ARTICLE II. PURPOSE**

The general nature and purpose of this corporation is to take charge of and manage all the temporal affairs of the Revival Center; to promote spiritual, educational, and other interests of the Ministry, including all charitable, benevolent, and eleemosynary work of said Ministry; to promote the teaching, the preaching and the doctrine of Christianity; to support World Missions in spreading the Gospel to the world; to take charge, of hold and manage all property, personal, real or mixed, that may at any time or in any manner come to or vest in this corporation, whether by purchase, gift, grant, devise or otherwise, and to mortgage the same, sell or otherwise dispose of it as the necessities of the corporation may require from time to time. This corporation is a religious corporation, not for profit, and incorporated under the Laws of Florida relating to corporation not for profit.

**ARTICLE III. MEMBERSHIP**

All persons who have been baptized by immersion after confession in Jesus Christ as the Son of God, in accordance with the Doctrine of the Holy Scriptures, and who pledge obedience to the government of this corporation and the Ministry Center, may become members of this corporation and be entitled to vote at all meetings pertaining to said corporation. A member to be in good standing must attend church regularly and constantly contribute financially to the welfare of the Ministry.

**ARTICLE IV. TERM OF EXISTENCE**

The existence of this corporation shall be perpetual.

## **ARTICLE V. NAMES OF RESIDENCES OF SUBSCRIBERS**

The names and residence address of those subscribing to these Articles of Incorporation are:

Name	Address
Dorothy Bell	220 SW 2nd Avenue South Bay, Florida 33493
Levinsky Williams	140 SW 6 <sup>th</sup> St., P.O. Box 561 South Bay, Florida 33493
Vantordo Roker	275 NW 10th Street South Bay, Florida 33493
Carlisle Bennett	220 SW 2nd Avenue South Bay, Florida 33493

## **ARTICLES VI. OFFICERS**

The officers who shall manage the affairs of the corporation shall be as follows:

1. **BOARD OF TRUSTEES:** Said board shall consist of three or more members, exclusive of the pastor who is, ex officio, a trustee. The trustee shall be elected from the membership, by the membership as hereinafter provided. The trustees shall have charge of the secular business of the Church, including its financial affairs. The trustees shall hold themselves bound by every consideration of morality and honor to carry out the wishes of the Church and to act under its instruction, and to carry out whatever technical rights and duties, civil laws and decisions of Courts that may be given them. The trustees shall be custodians of all the property of the Church, both real and personal and of the funds of the Church. It shall be the duty of the Board to take charge of business affairs of the Church and with direction of the Church body, disburse all funds for payment of the obligations and debts of the Church, including the pastor's salary. The trustees shall have the power to improve, rent, lease, mortgage, sell and convey property of the Church upon being authorized to do so by resolution adopted by a majority of the membership of the Church as shown on the records of the Church, at a special meeting called for that purpose. The trustees shall perform such other duties as the members of the Church, by majority vote, may impose upon them from time to time.

2. **PASTOR:** Is to be employed or called, as herein provided, who shall be, ex officio, trustee, moderator and head of the Church. The Pastor shall cultivate the religious and spiritual needs of the congregation and the Church, in accordance with the doctrine and disciplines of the Holy Scriptures. The Pastor shall perform such other duties and exercise all other power that are incidental to the office as Pastor in a Church. The terms of the Pastorate shall be indefinite and shall only terminate upon death, disability or resignation of the Pastor.

3. **GENERAL SECRETARY:** Is to be elected from the membership as herein provided, who shall be custodian of all corporate records and the corporate seal. The Secretary shall verify all instruments executed on behalf of the corporation; shall keep records of all church proceedings and accounts and shall perform such other duties as may be delegated to him by the laws, resolutions, or other acts of the corporation.

4. **TREASURER:** Shall be elected by the membership as herein provided; he shall, by the nature of his office, be a member of the Board of Trustees; he shall receive all monies of the Church and deposit same in a bank as shall be designated by the Board of Trustees; he shall keep the financial records of the Church funds and of all transactions of the Church; all disbursements of the funds of the Church shall be made through his office and he shall perform such other duties as may be incidental to his office.

5. The Church shall elect such other officers, boards and committees as the members may deem proper by resolution or as provided in the by-laws of the Church.

6. All officers, except the Pastor, shall be elected by the members of the corporation, by a majority vote at an annual meeting to be held on the Friday night immediately preceding the first Sunday in December of each year and shall serve until the next such election; the term of office of all officers, shall be for one year, provided, however, all officers may succeed themselves. Vacancies occurring shall be filled by an election, which at a worship service, has been publicly announced at least five days preceding said election.

## **ARTICLE VII. INITIAL OFFICERS**

The officers who shall manage the affairs of this corporation until the first regular election or appointment as provided in these Articles of Incorporation are:

### **A. Board of Trustees:**

Dorothy B. Bell - President/Pastor  
220 SW 2nd Avenue  
South Bay, Florida 33493

Levinsky Williams -  
140 SW 6<sup>th</sup> Avenue, P.O. Box 561  
South Bay, Florida 33493

Carlisle Bennett - Vice President  
220 SW 2nd Avenue  
South Bay, Florida 33493

### **B. General Secretary:**

Tamika Williams  
140 SW 6<sup>th</sup> Avenue, P.O. Box 561  
South Bay, Florida 33493

C. **Treasurer:**

Vantordo Roker  
275 NW 10th Street  
South Bay, Florida 33493

**ARTICLE VIII. BY LAWS**

The By-Laws of the corporation are to be made, altered or rescinded by a majority vote for the membership of the corporation present and voting at any general or special meeting of the membership called for such purposes.

**ARTICLE IX. AMENDMENTS TO ARTICLES  
OF INCORPORATION**

The Articles of Incorporation may be amended by resolution adopted by a two-thirds vote of the members present at any special or regular meeting called for such purpose.

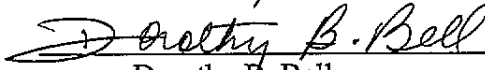
**ARTICLE X. USE OF INCOME**

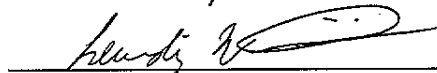
All revenue, profit, income and money received from the conduct of the affairs of this corporation are to be used and employed in religious, educational, charitable, benevolent, and missionary work, and not for the members of the corporation, either individually or collectively.

Section 1. No part of the net earnings of the corporation shall inure to the benefit of any individual member.


Section 2. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed or organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer or director of this corporation.

WITNESS the hands and seals of the incorporators and subscribers to these Articles at Belle Glade, Palm Beach County, Florida, this \_\_\_ day of 2/24, 1998.

 Seal  
Dorothy B. Bell

 Seal  
Levinsky Williams

 Seal  
Vantordo Roker

 Seal  
Carlisle Bennett

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME the undersigned authority, personally appeared DOROTHY B. BELL, LATISHA DAVIS, VANTORDO ROKER and CARLISLE BENNETT, to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24 day of February, 1998.

Luisa Ward

Notary Public



Luisa Ward  
MY COMMISSION # CC584326 EXPIRES  
September 11, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
98 MAR -2 AM 10:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

First, that Winning Souls for Christ Revival Center, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Pahokee, State of Florida, has named Dorothy B. Bell, located at 220 SW 2nd Avenue, South Bay, State of Florida, as its agent to accept service of process within Florida.

Dorothy B. Bell  
Signature

Title: President

Date: 2/24/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Dorothy B. Bell  
(Signature)  
Date 2/24/98