

N98 000002254

NEW OFFICE OF
STEPHEN P. SAPIENZA

300 N. STATE STREET

P.O. BOX 635

BUNNELL, FL. 32110

(904) 437-1814

(904) 437-1815

April 10, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

100002487961--0

-04/14/98--01050--004

****122.50 ****122.50

Re: Bethel Baptist Church of Palm Coast, Florida, Inc.
Not for Profit corporation

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation of Bethel Baptist Church of Palm Coast, Florida, Inc. together with a check in the sum of \$122.50 for filing fee and a certified copy.

Please return the certified copy to this office in the self-addressed, stamped envelope enclosed for your convenience.

Very truly yours,

Kathy
Kathy, Secretary
STEPHEN P. SAPIENZA

98 APR 14 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ks

Enclosures

Kathy GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Corp name*
DATE *4/17*
DOC. EXAM *BC*

B. BROCK APR 20 1998

98-8612

FILED

ARTICLES OF INCORPORATION 88 APR 14 AM 11:16

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BETHEL BAPTIST CHURCH
OF PALM COAST, FLORIDA, INC.

The undersigned, acting as incorporator(s) of a Corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is:

BETHEL BAPTIST CHURCH OF PALM COAST, FLORIDA, INC.

ARTICLE II. ADDRESS

The principal place of business and operation and its address shall be at 51 North Old Kings Road, Palm Coast, Fl. 32137, and whose mailing address is P. O. Box 1580, Bunnell, Fl. 32110.

ARTICLE III. PURPOSE AND OBJECT

The general purpose and object of this corporation shall be to spread the gospel of Jesus Christ throughout the world, to promote and support district, state, home and foreign missions, Christian education, evangelism and benevolence.

ARTICLE IV. PRIVILEGES OR RIGHTS: POWERS

This corporation shall have the rights and privileges granted to other corporations with similar character to carry on its work and the foregoing objectives and as are allowed by the laws of the State of Florida.

This corporation shall have the right and power to: acquire, either by gift or purchase real or personal property in its own name; to hold, own, improve, lease and let its property; to mortgage, pledge and encumber; as well as to sell, transfer, and/or assign, in any manner, its real estate and personal property as it deems necessary or desirable.

ARTICLE V. USE OF INCOME

All revenue, profit, income and money received from the conduct of such business or enterprise is to be used and employed

in religious, educational, charitable, benevolent, and missionary work, and not for the benefit of the members of said corporation, either as individuals or collectively.

This corporation's activities shall be strictly non-profit.

ARTICLE VI. MEMBERSHIP

1) The members of this corporation shall be all individuals who have been baptized by immersion upon a profession of faith in Jesus Christ our Lord and have been extended and have received the hand of fellowship by or from the BETHEL BAPTIST CHURCH and been declared and enrolled as a member of said congregation.

2) Said persons shall constitute the membership of this corporation and shall by a simple plurality vote approve of any and all actions to be taken by this church.

3) Since the church is primarily a fellowship and since the fellowship owns the corporation, membership in the Church or fellowship does not give any individual member or group of members equity or special property rights in the assets of the corporation.

The income received, pledged, and collected is designed primarily to be used to carry out the goals and objections of this corporation and discharge the expenses of the Church and to help in its work in general and cannot and shall not be construed as capital investment in the corporation.

4) Questions of internal operations, procedures and the rights of individual members of the Church shall be set forth in the By-Laws of the Church which shall be adopted by majority vote of the original members. Any amendments, alterations, or recision of the By-Laws and these Articles of Incorporation shall require a majority vote at a meeting at which a quorum [which shall be not less than 50% of the members] are present. Should the corporation be unable to obtain a quorum after two (2) attempts to call such a meeting, the corporation shall be entitled to vote on any such amendment or change by a Written Resolution in Lieu of Meeting approved of by the signing of the same by not less than fifty (50%) of the then current membership.

The foregoing notwithstanding, any amendments or changes required to procure "tax exempt" status from the Internal Revenue Service may be made, approved of, and ratified by the vote of a majority of the Board of Directions without the need or requirement of calling for a meeting of the membership or obtaining the approval of a majority of the membership, as is required for all other such amendments or changes.

ARTICLE VII. TERM OF EXISTENCE:

This corporation shall have perpetual existence.

ARTICLE VIII. MANAGEMENT

The temporal affairs of the corporation are to be managed by a Board of Trustees comprised of not less than three (3) nor more than five (5) members which shall have as the chairman of the Board, the current Minister in charge of the Church. The board decisions shall be by majority vote of all board members present with a quorum required of not less than three (3) of five or two (2) of three.

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. That 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.

That this corporation as a charitable and benevolent society shall make application for exemption under Federal Income Code 501 (c) (3) and seek any and all benefits provided under said code provisions and the original Board may by majority vote pass any Amendment to the By-Laws and those articles required to procure such exemption.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), nor, (b) shall the corporation's contributions, which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) be used or carried out in a manner contrary to those authorized.

ARTICLE IX. BOARD OF TRUSTEES (DIRECTORS):

The initial Board of Trustees, who shall operate as the Directors of this corporation, will manage the affairs of the corporation. The number of the Trustees, who shall be elected at the annual meeting of the corporation, shall be no less than three (3) in number. The names and addresses of the initial Trustees are as follows:

ESSIE MAE GIDDENS	REV. JULIUS J. JACKSON	FRANK GIDDENS
80 Knox Jones Road	P. O. Box 2004	P. O. Box 1580
Espanola, Fl. 32110	Bunnell, Fl. 32110	Bunnell, Fl. 32110

All trustees shall be members in good standing of the corporation. Election shall be by ballot. Each member shall be entitled to vote on a single ballot for their two choices (or such other number as equals the number of directors then being replaced taking into consideration that the minister shall always be one of

said directors and not subject to election). The winning candidates shall be those top two candidates getting the most votes, even if the number of votes received by any given candidate is less than a majority of all votes cast.

All documents, instruments, and legal papers shall be signed by the current minister [who shall also be the chairman of the board/President of the corporation] who shall be authorized and empowered to sign on behalf of the corporation.

ARTICLE X. OFFICERS

The initial officers of this corporation shall be:

Chairman/Pres.	FRANK GIDDENS
Treasurer	REV. JULIUS J. JACKSON
Secretary	ESSIE MAE GIDDENS

XI. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation is located at 80 Knox Jones Road, Espanola, Florida 32110 and the registered agent at that address shall be FRANK GIDDENS.

XII. DISSOLUTION OF CORPORATION

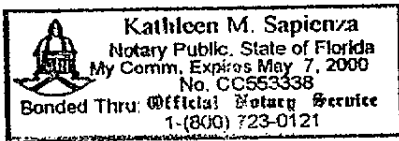
Upon the dissolution of this organization, assets shall not be distributed to any member but rather shall, upon vote of a majority of the last board of directors, be used for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to another non-profit church qualified to accept the same under the provisions applicable to dissolution of a not for profit corporation so as not to trigger a taxable event or a penalty, to the federal government, or to a state or local government, for a public purpose.

Any such assets not disposed of and which remain after dissolution either because of the failure to have made distribution or the attempt being ineffective, may be claimed by any Baptist Church having similar goals and objectives as this corporation located within Flagler County, Florida. Should there be competitive claims asserted, they shall be resolved by a petition filed in a Court of proper jurisdiction located within Flagler County, Florida for the exclusive purpose of determining by declaratory judgment with entity most closely parallels the objectives and purposes and targets the same segment of the Flagler County, Community and operates as a non-profit entity.

XIII. AMENDMENTS

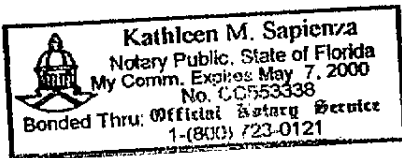
These Articles may be amended by a majority vote of the then current members of the corporation or if to be made before the first meeting of members and the creation of the initial membership roster exists, by two-thirds of the incorporators.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Bunnell, Flagler County, Florida for the uses and purposes aforesaid this 19 day of June, 1997.



Frank Giddens, Jr.
Frank Giddens
President

The foregoing instrument was acknowledged before me this 19th day of June, 1997 by Frank Giddens who is personally known to me or who has produced a valid Florida Driver's License as identification and who did take an oath.



Kathleen M. Sapienza
Notary Public
Notary, print name: Kathleen M. Sapienza
My Commission Expires: May 7, 2000

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 their capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: June 19, 1997

Frank Giddens
FRANK GIDDENS

FILED
98 APR 14 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA