

N98 000002314

LAW OFFICES OF
BAKER AND SWEARINGEN

4431 LAFAYETTE STREET
MARIANNA, FLORIDA 32446

FILED

98 APR 22 AM 11:38

FRANK A. BAKER, P.A.
*BOARD CERTIFIED CIVIL TRIAL
*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

SECRETARY OF STATE TELEPHONE
TALLAHASSEE, FLORIDA 904-526-3633
904-526-4465

GLEND A. SWEARINGEN-COOK, P.A.
*CERTIFIED FAMILY LAW MEDIATOR

TELECOPIER
904-526-2714

April 20, 1998

EFFECTIVE DATE
4-20-98

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

000002496340--7
-04/22/98--01039--009
****122.50 ****122.50

RE: Time & Season Ministries, Inc.

Dear Sir/Madam:

Enclosed is my check in the amount of \$122.50, and the original and one copy of the Articles of Incorporation of Time & Season Ministries, Inc. Please be so kind as to file the Articles and return a copy to my office at your earliest convenience.

Thank you. If you have any questions, please call.

Sincerely,

Frank A. Baker/mm
FRANK A. BAKER, Esq.

FAB:mm\secstate.ltr

Enclosures

Sheryl GAVE
AUTHORIZATION BY PHONE TO
CORRECT *Article 8 - Directors -*
DATE *add principal address*
DOC. EXAM. *Article 7*

(6)

P. Hall
APR 23 1998

ARTICLES OF INCORPORATION
OF
TIME & SEASON MINISTRIES, INC.

FILED
98 APR 22 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following articles of Incorporation:

ARTICLE 1
NAME

EFFECTIVE DATE
4-20-98

The name of the Corporation is TIME & SEASON MINISTRIES, INC.

ARTICLE 2
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE 3
DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE 4
PURPOSES

The Corporation is organized, and shall be operated exclusively, for the following purposes:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property

of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. Specifically (but without limitation of the foregoing or of any other powers or purposes under applicable Florida law): to provide spiritual and material assistance to individuals.

ARTICLE 5 LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (to officers and/or Trustees, or to other persons) and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

ARTICLE 6 MEMBERS

The Corporation shall have two classes of membership. The Voting Members class shall consist of Lucille Rogers, 4058 Bryan Street, Greenwood, FL, 32443, and Helen L. Hall, 4058 Bryan Street, Greenwood, FL, 32443. The remaining class of membership shall be non-voting. All members shall be required to be natural persons who are residents of the United States, who support the goals and purposes of the Corporation. The Bylaws shall provide for nonvoting members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The names and addresses of each initial Non-voting Member are as follows:

<u>NAME</u>	<u>ADDRESS</u>
H. Dean McCoury	4474 Cook Rd., Marianna, FL, 32448
David White	9310 Leverett Drive, Semmes, AL 36571
Bernard Johnson	30 Old Ferry Rd., Shalimar, FL 32579

ARTICLE 7
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 4058 Bryan Street, Greenwood, FL, 32443, and the name of its initial Registered Agent at that address is Helen Hall. By her signature to these articles, the said agent consents to her appointment as such, and by her signature hereto acknowledges that she is familiar with and accepts the obligations of that position. The Board of Directors may move the registered office or appoint a successor resident agent for the Corporation as the Board deems fit, from time to time. The principal address is the same as the registered office.

ARTICLE 8
INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of directors constituting the initial Board of Directors is five (5), which shall include (at all times) the Voting Members of the Corporation. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. Directors shall be elected by the Voting Members, as provided in the Bylaws. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. Unless otherwise provided by the Voting Members, the annual periods of office of the Directors of this Corporation shall run from January 1 through December 31 (except that the initial term of office of each initial Director shall commence on the date of incorporation of the Corporation). Each director shall serve until replaced. The name and address of each initial Director of the Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
H. Dean McCoury	4474 Cook Rd., Marianna, FL, 32448
David White	9310 Leverett Drive, Semmes, AL 36571
Bernard Johnson	30 Old Ferry Rd., Shalimar, FL 32579
Lucille Rogers	4058 Bryan Street, Greenwood, FL, 32443
Helen L. Hall	4058 Bryan Street, Greenwood, FL, 32443

ARTICLES 9
OFFICERS

The Officers of the Corporation shall be members of the Corporation, and shall consist of a President, Vice-President, and Secretary-Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be

.. elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The names and addresses of the initial Officers of the Corporation is as follows: Lucille Rogers, 4058 Bryan Street, Greenwood, FL, 32443, as President and Secretary; and Helen L. Hall, 4058 Bryan Street, Greenwood, FL, 32443, as Vice-President and Treasurer.

ARTICLE 10 INCORPORATOR

The name and address of the Incorporator is Helen L. Hall, 4058 Bryan Street, Greenwood, FL, 32443.

ARTICLE 11 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, Directors and Officers are subject to this reservation. The Articles of Incorporation of the Corporation may be amended only upon unanimous vote of the Voting Members.

ARTICLE 12 TURNOVER OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which are themselves exempt under Section 501(c)(3) and/or Section 170(c)(2) of the Internal Revenue Code (or corresponding sections of past or future law) or to the federal, state or local government for exclusively public purposes.

ARTICLE 13 INDEMNIFICATION

The Corporation shall fully indemnify each Officer and Director of the Corporation, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida. The form and content of the indemnification shall be set forth in greater detail in the By-Laws, but shall never be less than the full extent permitted by the laws of the State of Florida.

ARTICLE 14
BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Voting Members of the Corporation, and all alterations, amendments and repeals to or of the Bylaws must be approved by a majority of all of the Voting Members.

ARTICLE 15
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE 16
NONSTOCK BASIS

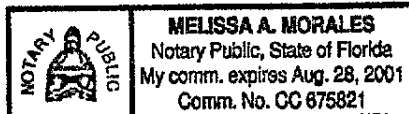
This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock, but may issue certificates of membership.

In Witness Whereof, the undersigned has signed these Articles of Incorporation on this April 20, 1998.

Helen L. Hall
HELEN L. HALL, Incorporator
And Resident Agent

State of Florida
County of Jackson:

THE FOREGOING INSTRUMENT was acknowledged before me this April 20, 1998, by Helen L. Hall, as Incorporator and Resident Agent, who is personally known to me and who did take an oath.



Melissa A. Morales
Notary Public
My Commission Expires:

fb\timeseason.art

FILED
98 APR 22 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA