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TRANSMITTAL LETTER

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

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-07/02/98--01089--004
*****78.75 *****78.75

SUBJECT: New Covenant Church of Central Fl.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Charles H. Baxter
Name (Printed or typed)

13651 GLASSER Ave
Address

Orlando, FL 32826
City, State & Zip

(407) 380-1748
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -2 PM 3:18

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

PP
07-06-98

**ARTICLES OF INCORPORATION
OF
*New Covenant Church of Central Florida, Inc.***

98 JUL -2 PM 3:18

Articles of Incorporation of New Covenant Church of Central Florida, Inc., a Florida Not for Profit Corporation. The undersigned persons, being of legal age, acting as incorporators of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida status, adopt the following Articles of Incorporation for such corporation.

ARTICLE I – NAME AND ADDRESS

The name of the corporation is **New Covenant Church of Central Florida, Inc.** The initial principal place of business is 13651 Glasser Ave, Orlando, FL 32826.

ARTICLE II – TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III - PURPOSES

The primary purpose of the corporation is to form a Christian Fellowship for the worship of God, service to Jesus Christ, mutual help and for the preaching of the Gospel of the Lord Jesus Christ to the world and to engage in any additional lawful acts or activity consistent with these Articles of Incorporation and the Bylaws, and permitted under the laws of the State of Florida and the Constitution of the United States of America for which corporations may be organized under the General Status of Florida.

Another purpose for which the corporation is formed is to operate educational facilities for the advancement of Christian principles and other charitable purposes, by the distribution of its funds, seeking enhancement for positive spiritual, emotional, physical development, and educational advancement of all youth.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

ARTICLE IV-POWERS

The Corporation is to have any and all powers to do any and all things necessary to expedite or carry out the purposes and objectives of this corporation and as may be determined by the Board of Elders and subject to the by-laws and possess all rights, privileges and immunities to enjoy benefits granted a corporation under the laws of the State of Florida provided that only such powers are in furtherance of tax exempt purposes of the Articles of Incorporation herein are contemplated.

Reasonable compensation may be paid for service rendered to or for the corporation affecting one or more of its purposes provided that, obligating those persons, associations, and corporation, is permitted in Section 503 of the Code.

Notwithstanding any of the provisions of these Articles of Incorporation, the corporation shall not have the power to exercise any part nor shall it directly or indirectly, engage in any activities that would prevent it from obtaining exemption from taxation or to lose exempt status as a corporation described, permitted and limited under Section 501(c)(3) of the Internal Revenue Code of 1954.

Upon dissolution the assets of the corporation shall be distributed by the Elders to such organization or organizations and for such purposes as in the judgement and discretion of the Elders will best accomplish the general purposes of this corporation, provided that any such organization shall qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, of 1986, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the code.

ARTICLE V – MEMBERS

The Corporation is to be organized upon a non-stock basis as defined in Section 617.001 of the Florida Statutes. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the methods of collection thereof, shall be as regulated in the bylaws.

ARTICLE VI – BY LAWS

The Elders shall adopt By-Laws for the management, regulation and control of the corporation, not inconsistent with these Articles of Incorporation or the laws of the State of Florida.

ARTICLE VII – ELDERS

The number of elders constituting the initial Board of Elders of the Corporation is two (2), and the names and address of the person who are to serve as Elders until the first annual meeting or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Charles H. Baxter	13651 Glasser Avenue Orlando, FL 32826
Pauline V. Baxter	13651 Glasser Avenue Orlando, FL 32826

ARTICLES VIII - INCORPORATORS

The name and address of the incorporators shall be:

<u>NAME</u>	<u>ADDRESS</u>
Charles H. Baxter	13651 Glasser Avenue Orlando, FL 32826
Pauline V. Baxter	13651 Glasser Avenue Orlando, FL 32826

ARTICLE IX – OFFICERS

The Board of Elders shall elect the following officers: President, Vice President, Treasurer, and Secretary and such other officers as the bylaws of this corporation may authorize the elders to elect from time to time. The By-Laws shall provide for the extent and limit of the powers, duties and responsibilities, their manner of qualifications, election, manner of appointment, and other matters relating thereto.

The names and places of residence of the persons who shall serve as officers until the first annual meeting or as otherwise provided for in the by-laws are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles H. Baxter President	13651 Glasser Avenue Orlando, FL 32826
Anterro A. Graham Vice-President	12929 Lower River Blvd. Orlando, FL 32828
Sylvia L. Graham Treasurer	12929 Lower River Blvd. Orlando, FL 32828
Pauline V. Baxter Secretary	13651 Glasser Avenue Orlando, FL 32826

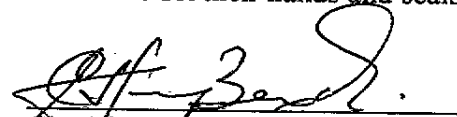
ARTICLE X - AMENDMENTS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporations Act of Florida described above, concerning corporate action that must be authorized or approved by the officers of the corporation, the bylaws of this corporation may be made altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of elders or by following the procedure set forth in the bylaws.

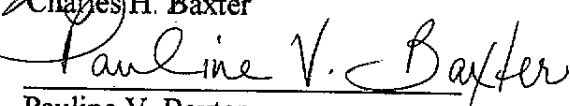
ARTICLE XI - REGISTERED AGENT

In accordance with Section 48.091, Florida Statutes, Anterro A. Graham., is hereby designated as the registered agent for services of process within the State of Florida at 12929 Lower River Blvd., Orlando, Florida 32828.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands and seals this 29 day of June, 1998.



Charles H. Baxter



Pauline V. Baxter

State of Florida
Orange County

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUL -2 PM 3:18

I **HEREBY CERTIFY** that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgement, personally appeared Charles H. Baxter and Pauline V. Baxter known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledge before me that they subscribed to these Articles of Incorporation.

WITNESS my official seal in the County and State of named above, this 29 day of June, 1998.

Bessie E. Henderson
Notary Public, State and County aforesaid



Bessie E. Henderson
MY COMMISSION # CC644353 EXPIRES
August 2, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, AND SECTION 617.013 (e), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED.

NEW COVENANT CHURCH OF CENTRAL FLORIDA, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 13651 GLASSER AVENUE, CITY OF ORLANDO, STATE OF FLORIDA HAS NAMED ANTERRO A. GRAHAM., LOCATED AT 12929 LOWER RIVER BLVD, CITY OF ORLANDO, STATE OF FLORIDA, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Anterro A. Graham

TITLE

PRESIDENT

DATE

6/29/98

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.

SIGNATURE

Anterro A. Graham

DATE

6/29/98