

LAW OFFICE OF
GREGORY V. BEAUCHAMP, P.A.
107 EAST PARK AVENUE/P.O. BOX 1129
CHIEFLAND, FLORIDA 32644

352-493-1458

N98000004162

July 15, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
The Capitol
Tallahassee, FL 32314

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****122.50 ****122.50

Re: Phelps Ministries, Inc.

Dear Sir or Madam:

Enclosed please find the original and a copy of the Articles Of Incorporation for the above-named for profit corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	35.00
Registered Agent	<u>52.50</u>
	<u>\$122.50</u>

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me at your earliest opportunity.

Sincerely,


Gregory V. Beauchamp

GVB/dp
Enclosures

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TALLAHASSEE, FLORIDA

QN 7-20-98

ARTICLES OF INCORPORATION
OF
PHELPS MINISTRIES, INC.

ARTICLE I: CORPORATE NAME

The name of this corporation is PHELPS MINISTRIES, INC.

ARTICLE II: CORPORATE STRUCTURE

This is a nonprofit corporation, organized solely for charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III: DURATION

The term of the existence of the corporation is perpetual.

ARTICLE IV: GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are to establish churches, food banks and perform other charitable functions to facilitate spreading the gospel of Jesus Christ and to operate exclusively in any other manner for such organization under the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax

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laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations. The purposes for which the corporations organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provisions of these articles, this organization shall not carry on by an organization exempt from Federal Income Tax Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE V: MANAGEMENT OF CORPORATE AFFAIRS

A. **Board of Directors**: The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors, consisting of not less than four persons. The number of directors shall be at least ten, provided, however, that such number may be changed by By-Law duly adopted by the members.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of directors shall be held. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year until the annual meeting of members following the election of directors and until qualifications of the successors in office.

Any action required or permitted to be taken by one Director under any provisions of any law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action or by written consent shall have the same force

and effect as if taken by unanimous vote of the directors.

The name and addresses of such initial members of the Board of Directors are as follows:

ROBERT V. PHELPS	424 S. W. 4 th Ave., Trenton, FL 32693
WARREN GENE PHELPS	9980 S. W. 69 th Ct. Trenton, FL 32693
JACQUELINE LYNN PHELPS	424 S. W. 4 th Avenue Trenton, FL 32693
FLORA NELL SINGLETARY-HAMMOCK	6999 SW 100 St. Trenton, FL 32693

B. **Corporate Officers:** The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such officers as the By-Laws of this corporation may authorize the directors to elect from time to time. Initially such officers shall be elected as the first annual meeting of the Board of Directors.

ARTICLE VI: EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons except that the corporation 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 Article IV hereof.

B. No substantial part of the activities of the corporation shall be 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.

C. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by an exempt corporation.

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII: DISTRIBUTION OF ASSETS

Upon dissolution of this 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, State or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE III: MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated by the By-Laws of this corporation.

ARTICLE IX: SUBSCRIBERS

The name and residence address of the subscribers of this corporation are as follows:

ROBERT V. PHELPS	424 S. W. 4 th Ave., Trenton, FL 32693
WARREN GENE PHELPS	9980 S. W. 69 th Ct. Trenton, FL 32693
JACQUELINE LYNN PHELPS	424 S. W. 4 th Avenue Trenton, FL 32693
FLORA NELL SINGLETARY-HAMMOCK	6999 SW 100 St. Trenton, FL 32693

ARTICLE X: AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitation set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by resolution of the Board of Directors or by following the procedure set forth in the By-Laws.

ARTICLE XI: DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or the benefit of any private individual.

ARTICLE XII: REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 427 S. W. 4th Avenue, Trenton, FL 32693, and the name of the registered agent shall be ROBERT V. PHELPS. This address is also the principal address of the corporation.

ARTICLE XIII: AMENDMENT OF ARTICLES

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

The undersigned, being the Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the State of Florida, have executed these Articles of Incorporation this 14th day of July, 1998.

Signed, sealed and delivered
in the presence of:

[Signature]

Witness

Dwight J. Hope

Witness' Printed Name

[Signature]

Witness

GREGORY V. POENICAMP

Witness' Printed Name

[Signature]

ROBERT V. PHELPS

[Signature]

WARREN GENE PHELPS

[Signature]

JACQUELINE LYNN PHELPS

[Signature]

FLORA NELL SINGLETARY-HAMMOCK

STATE OF FLORIDA

COUNTY OF LEVY

I HEREBY CERTIFY that on this 14th day of July, 1998, an officer duly qualified to take acknowledgments, personally appeared ROBERT V. PHELPS, WARREN G. PHELPS, JACQUELINE LYNN PHELPS, FLORA NELL SINGLETARY-HAMMOCK (☒ personally known or ☐ produced identification _____), and known to be the persons described in and who executed the foregoing instrument and they acknowledged before me the execution of same.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of July, 1998.

(SEAL)



Kathleen Joan Hope
MY COMMISSION # CC580820 EXPIRES
August 28, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Kathleen Joan Hope
Notary Public
Kathleen Joan Hope
Notary Public Printed Name
My Commission Expires: 8/28/00

ACCEPTANCE OF REGISTERED AGENT

The undersigned, ROBERT V. PHELPS, does hereby accept the designation and appointment of registered agent of PHELPS MINISTRIES, INC.

A handwritten signature in black ink, appearing to read "Robert V. Phelps", written over a horizontal line.

ROBERT V. PHELPS
424 S. W. 4th Avenue
Trenton, FL 32693

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