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ROBERTS & LAW, P.A.

ATTORNEYS AT LAW

250 S. MAIN AVENUE

GROVELAND, FLORIDA 34736-0057

JULIA R. LAW
OF COUNSEL
ARTHUR E. ROBERTS

MAILING ADDRESS
P.O. Box 57
TELEPHONE: 352/429-2183
FAX: 352/429-3035

July 30, 1998

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: Gadson Street Church of Christ, Inc.

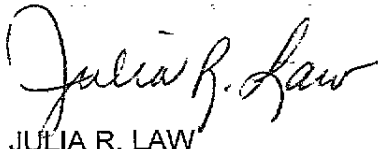
Gentlemen:

Relative to the subject new corporation, enclosed please find the original and one copy of the articles of incorporation, which I would appreciate your filing and returning the copy to me certified.

Also enclosed is my trust account check in the amount of \$122.50, representing the \$35.00 filing fee, \$52.50 for certified copy, and \$35.00 for registered agent fee.

Thanking you for your assistance in this matter, I remain

Sincerely,



JULIA R. LAW

JRL/bs

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION

FOR

GADSON STREET CHURCH OF CHRIST, INC., a Not for Profit Corporation

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I NAME

Section 1.1 **Designation.** The corporation shall be a corporation not for profit pursuant to Chapter 617, Florida Statutes, and its name shall be:

GADSON STREET CHURCH OF CHRIST, INC.,

and said name shall be so registered with the Florida Department of State, Division of Corporations.

ARTICLE II DURATION

Section 2.1 **Perpetual Existence.** The corporation shall have perpetual existence until dissolved by the laws of the State of Florida, said perpetual existence to commence upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

ARTICLE III PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

Section 3.1 **Place of Business.** The principal place of business of the corporation shall be located at 14225 Gadson Street, Groveland, Lake County, Florida 34736, or at such other place as may from time to time be specified by the Board of Directors (the Board)

Section 3.2 **Mailing Address.** The corporation shall maintain a mailing address as from time-to-time specified by the Board.

ARTICLE IV PURPOSE

Section 4.1 **Purpose.** The general purpose and nature of the object of this corporation is to support the Doctrine of Christ as ordered or required in the New Testament, either by (1) direct command; (2) approved inspired example; (3) necessary inference, rejecting all inventions, devises, societies, theories, and false teachings of men, and to purchase, hold title to, encumber, improve and sell real and personal property to be used by and for the benefit of the congregation of the GADSON STREET CHURCH OF CHRIST, INC.

Section 5.1 **Members.** The members of this corporation shall be the subscribers hereto and those persons who are and will be the adult male members of the congregation of the GADSON STREET CHURCH OF CHRIST, INC., in accordance with the New Testament.

ARTICLE VI OFFICERS, DIRECTORS, AND ELECTIONS

Section 6.1 **Officers and Directors.** The affairs of the corporation shall be managed by its Directors who shall be the same persons as members of this corporations (no less than three), or by those persons who shall be duly appointed and shall qualify as provided in the New Testament as "Elders", provided two (2) or more persons have been duly appointed and qualified as "Elders." Upon any member of said congregation being appointed and qualified as "Elder" of said church, said "Elder" shall automatically become a directors of this corporation. Said directors shall serve so long as they remain members of this corporation and of the congregation of the GADSON STREET CHURCH OF CHRIST, INC. The directors shall install from their own members a President, First and Second Vice President, Secretary and Treasurer, who shall serve so long as they remain members of this corporation and of the congregation

of the GADSON STREET CHURCH OF CHRIST, INC., or until their successors are duly elected.

Section 6.2 **Elections.** The procedure for election of the above officers and directors shall be as set forth in the bylaws of the corporation as from time to time amended.

ARTICLE VII CORPORATE POWERS

Section 7.1 **Powers.** The corporation shall have all the powers set forth in Chapter 617, the Florida Not for Profit Corporation act, as in effect from time to time including, but not limited to the following powers:

7.1.1 **Succession.** Have succession by its corporate name for the period set forth in its Articles of Incorporation.

7.1.2 **Lawsuits.** Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

7.1.3 **Corporate Seal.** Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."

7.1.4 **Officers.** Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

7.1.5 **Bylaws.** Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.

7.1.6 **Directors.** Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be than five but may be any number in excess thereof.

7.1.7 **Contracts, Borrowing, and Mortgages.** Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine,

issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

7.1.8 **Conduct of Affairs.** Conduct its affairs, carry on its operations, and have officers and exercise the powers granted by this act in any state, territory, district or possession of the United States or any Foreign country.

7.1.9 **Property Ownership.** Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.

7.1.10 **Trademarks, Patents, and Copyrights.** Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any other rights or interests thereunder or therein.

7.1.11 **Transactions in Property.** Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part or its property and assets.

7.1.12 **Transactions with other Entities.** Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any government, state, territory, government district, municipality, or of any instrumentality thereof.

7.1.13 **Loans and Investments.** Lend money for its corporate purposes, invest and reinvest its funds, take and hold real and personal property was security for payment of funds loaned or invested except as prohibited by Section 617.0833, Florida Statutes.

7.1.14 **Donations.** Make donations for the public welfare or religious, charitable, scientific, educational, or other similar purposes.

7.1.15 **Necessary powers.** Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

7.1.16 **Merger.** Merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.

ARTICLE VIII DISSOLUTION

Section 8.1 **Dissolution.** No person, firm or corporation shall receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization of all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the GADSON STREET CHURCH OF CHRIST, INC., or other organizations which themselves are exempt as organizations in Section 501(c)(4) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the federal, state, local government for exclusive public purposes, and none of the assets will be distributed to any member, officer or trustee of this corporation.

ARTICLE IX AMENDMENT

Section 9.1 **Amendment Procedure.** Unless otherwise set forth herein, the corporation reserves the right, in accordance with the laws of the State of Florida governing corporations, to amend, alter, modify, or repeal any provision or provisions contained in these articles of incorporation, or any amendment thereto, and any rights conferred upon members is subject to this reservations.

ARTICLE X - INITIAL REGISTERED AGENT AND ADDRESS

Section 10.1 **Registered Agent and Address.** Subject to change from time to time by the Board, the street address of the Registered Agent of this Corporation is 14225 GADSON STREET, GROVELAND, FLORIDA 34736, and ROBERT C. LINDSEY; shall be the initial Registered Agent of the Corporation at that address.

ARTICLE XI - NAMES AND ADDRESSES

Section 11.1 **Names and Addresses.** The names and addresses of the subscribers to these Articles of Incorporation and of the individuals who are serving as the initial Directors of the Corporation at the time of Incorporation are as follows:


ROBERT C. LINDSEY
6403 DAKOTA DRIVE
BROOKSVILLE, FLORIDA 34602


MICHAEL BESENT
846 FOREST WOOD DRIVE
CLERMONT, FLORIDA 34711

LEGRAND DAVIS
105 MILL STREET
GROVELAND, FLORIDA 34736

JEROME RANGE
13420 DEBBIE LANE
CLERMONT, FLORIDA 34711

IN WITNESS WHEREOF, the above-named Incorporators have hereunto subscribed their names this 4th day of June, 1998.



ROBERT C. LINDSEY


MICHAEL BESENT

Legrand Davis
LEGRAND DAVIS

Jerome Range
JEROME RANGE

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared ROBERT C. LINDSEY, who has produced FL Drivers Lic. L532-763-48-093-0, as identification; MICHAEL BESENT, who has produced FL Drivers Lic. B253-541-64-0290 as identification; LEGRAND DAVIS, who has produced FL Drivers Lic. D120-520-30-218-6, as identification; and JEROME RANGE, who has produced FL Drivers Lic. R 520-420-53-310-0, as identification, who executed the foregoing instrument and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of June, 1998.

Julia R. Law
Notary Public
My Commission Expires:



Julia R. Law
MY COMMISSION # CC619606 EXPIRES
February 6, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
DEPARTMENT OF STATE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS
AND DIRECTORS.**

The following is submitted, in compliance with Chapter 617.023, Florida Statutes:

GADSON STREET CHURCH OF CHRIST, INC., a corporation not for profit, organized
(or organizing) under the laws of the State of Florida, with its principal office at 14225
Gadson Street, in the City of Groveland, County of Lake, State of Florida, has named
ROBERT C. LINDSEY, located at 14225 Gadson Street, in the City of Groveland,
County of Lake, State of Florida, as its agent to accept service of process within this
state.

OFFICERS:

Name	Title	Specific Address
ROBERT C. LINDSEY	President	14225 Gadson Street Groveland, FL 34736
LEGRAND DAVIS	1 st Vice President	105 Mill Street Groveland, FL 34736
CLYDE EVANS	2 nd Vice President	159 Linden Street Clermont, FL 34711
JEROME RANGE	Secretary	13420 Debbie Lane Clermont, FL 34711
MICHAEL BESSENT	Treasurer	846 Forest Wood Drive Clermont, FL 34711

DIRECTORS:

Name

Specific Address

ROBERT C. LINDSEY

14225 Gadson Street
Groveland, FL 34736

LEGRAND DAVIS

105 Mill Street
Groveland, FL 34736

JEROME RANGE

13420 Debbie Lane
Clermont, FL 34711

MICHAEL BESSENT

846 Forest Wood Drive
Clermont, FL 34711

BY:


ROBERT C. LINDSEY President

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


ROBERT C. LINDSEY, Registered Agent

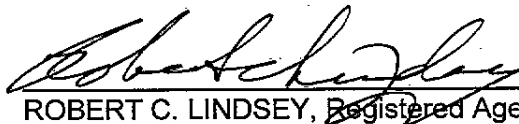
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER
THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT
IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE, IN THE STATE
OF FLORIDA.

1. The name of the corporation is GADSON STREET CHURCH OF
CHRIST, INC.
2. The name and address of the registered agent and office is ROBERT C.
LINDSEY, 14225 GADSON STREET, GROVELAND, FLORIDA 34736.

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.


ROBERT C. LINDSEY, Registered Agent

Date: 7/29/98