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TRANSMITTAL LETTER

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

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-08/21/98--01097--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: New Horizons Community Church, Inc.  
(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: Randy Pruett, Pastor  
Name (Printed or typed)  
1200 Corning Ave, NW  
Address  
Palm Bay, FL 32907  
City, State & Zip  
(407) 768-1171  
Daytime Telephone number

FILED  
98 AUG 21 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Corrected heading +  
art. 16. - TA

TA 8/24/98

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation  
of  
New Horizons Community Church, INC.**

The undersigned, acting under the authority granted same by members of the New Horizons Community Church of Palm Bay, Florida in a duly called and held business meeting of the said church (congregation) and further acting by resolution as the incorporators of the New Horizons Community Church under authority of the Florida Statutes, with the intent of qualifying as a church under Section 501(c)(3) of the Internal Revenue Code or any successor of same and Chapter 617 F.S. (the Florida Not For Profit Corporation Act), as amended or any successors of same, do hereby make, declare, and file the following Articles of Incorporation:

**Article I - Name and Location**

The name of this corporation shall be New Horizons Community Church, Inc., (herein after at times referred to as the church, or incorporated church) and it shall be located in the City of Palm Bay, Brevard County, Florida.

**Article II - Authority/Purpose**

The said incorporated church shall have the authority / purpose to advance the Christian faith and particularly the teachings and practices of the Southern Baptist denomination throughout the world—locally, nationally, and internationally as directed in the message of Jesus Christ as set forth in the HOLY BIBLE.

The nature of the said corporation is religious and as a religious corporation it shall also have the authority to function as a religious, charitable, benevolent, and educational corporation, for all members of the society of humanity, individually and collectively, worldwide.

Further the said incorporated church shall be autonomous and independent of any outside ecclesiastical control, however, by consent of its members, it may cooperate and participate with various entities of the Southern Baptist Convention, the Florida Baptist Convention, the Brevard Baptist Association, or other Baptist churches, other religious, charitable, benevolent, and educational groups and individuals to further all and any of the purposes set out herein above.

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 and to make payments and distributions in furtherance of the purposes set forth herein above.

Notwithstanding any other provision 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 III - Existence**

The existence of this corporation shall be perpetual.

**Article IV - Qualification of Members and Manner of Admission**

The membership of the corporation shall be all of one class and the membership shall consist of those persons who profess their faith in Jesus Christ as

their Savior and Lord, giving satisfactory proof of conversion to the Christian faith, as the local church believes is set forth in the New Testament, who have petitioned the said church for membership and have been accepted by the majority of the members of said church present and voting at the time of the reception of such members and who have enjoyed the ordinance of believers baptism and have indicated their commitment following the teachings of the HOLY BIBLE as their model and standard of living; further, all persons who at the time of incorporation are members of New Horizons Community Church shall be and remain members of said incorporated church whether or not their names are subscribed to the charter of incorporation, until dismissed at their request or for cause by the majority of the members of said corporation present and voting at duly called and held conference at the time of such dismissal. Procedures for admission, dismissal and transfer shall be as provided by the Bylaws of said incorporated church.

#### **Article V - Administration of Church Affairs**

The church sitting and acting in a duly called and held conference (business meeting) shall be the final authority in all of its affairs. Church decisions are based on consensus vote of members of the said church as defined in the Bylaws. Ministerial affairs of the church are administered in accordance with the Bylaws.

The material and business affairs of the corporation are to be administered by the Board of Trustees or as noted in paragraph 5 below under the direction of the church membership:

1. By a Board of Trustees composed of no less than three persons, who shall make and execute all contracts, deeds, bonds, notes, negotiable instruments, mortgages, trusts, and all other instruments of indebtedness or conveyance of the incorporated church upon the order thereof, by resolution by the church sitting in a duly called conference, duly adopted for such purposes; provided, however, that all such documents be signed for and on behalf of the board of trustees by any two of the several officers of the board of trustees and attested by the clerk of the incorporated church.

2. The offices of the board of trustees shall be at least the chairman of the board, secretary to the trustees, and any other officer of the board, with the congregation's concurrence.

3. The title of all property shall be vested in the name of said incorporated church.

4. The board of trustees shall have such other duties and authority as provided by the bylaws of the church.

5. In the absence of availability of the requisite number of officers of the trustees, and / or the church clerk, the church sitting in a duly called and held conference may designate another member or members of the board of trustees and / or other officers of the church to execute and attest the instruments outlined above.

6. It shall be the responsibility of the board of trustees to provide for the use, maintenance, preservation and care of all church property.

#### **Article VI - Membership and Compensation of the Board of Trustees (Directors)**

The Board of Trustees shall be elected from the membership of the church as set forth in the Articles of Incorporation and Bylaws. The Board of Trustees shall

perform the function of Directors of the incorporated church and shall serve without compensation.

#### **Article VII - Church Conference (Business Meeting)**

The church may conduct business at regular or specifically scheduled and publicized conferences (business meetings) of the members of the church. The Bylaws of same shall provide for regularly scheduled meetings, publication of the transactions of business, the calling of special meetings called for the transaction of special business, and the quorum required for the transaction of business. Conduct of the conferences (business meetings) shall be governed by the current version of Robert's Rules of Order.

#### **Article VIII - Bylaws**

Bylaws of the church may be adopted by a majority vote of those present and voting when the church is sitting in duly called and held conference. The Bylaws may be amended, altered, or rescinded by the church sitting in conference as provided and allowed by the church's Bylaws.

#### **Article IX - Amendments to Articles of Incorporation**

The Articles of Incorporation may be amended by a two-thirds (2/3) vote of those members present when the church is sitting in duly called and held conference as provided by its Bylaws.

#### **Article X - Elections**

The church shall hold elections at such time and in such manner as designated in the Bylaws; regular elections shall occur annually, unless provided for differently. Special elections may occur more frequently as determined by the members of the church.

All trustees shall be elected in accordance with the Bylaws of the church. Vacancies shall be filled as provided in the Bylaws. Members of the Board of Trustees shall be elected for a term not to exceed three (3) years, and shall be rotated as described in the Bylaws. The qualifications of trustees shall be prescribed in the Bylaws. Trustees shall hold office until their successors are duly elected and take office.

All other principals (elected or appointed servants of the church) shall be elected or appointed in accordance with the Bylaws of the church. Vacancies shall be filled as provided in the Bylaws.

#### **Article XI - Church Year**

As set out in the Bylaws, the church fiscal year shall extend from the first day of January through the following December for a period of twelve months, and each twelve month period thereafter.

#### **Article XII - Discharge of Trustees and Other Principals**

Any trustee (director) may be discharged by a majority vote of the church sitting in a duly called and held conference for any cause the church deems advisable; provided, however, any trustee shall be given an opportunity to defend himself or

herself either before or during such conference. Further details may be set out in the Bylaws of the church.

Any other principal (elected or appointed servant of the church) may be discharged as provided for in the Bylaws for any cause the church deems advisable; provided, however, any principal shall be given an opportunity to defend himself or herself either before or during discharge proceedings. Further details may be set out in the Bylaws of the church.

#### **Article XIII - Transfer of Assets in the Event of Dissolution**

If this corporation should ever be dissolved, all of its assets remaining after payment and satisfaction of all its costs, and indebtedness, including the expenses of such dissolution shall be distributed to Central Baptist Church of Melbourne, Inc., a Florida non-profit corporation which is qualified for exemption under Section 501(c)(3) of the Internal Revenue Code or any successor to said Section. If Central Baptist Church of Melbourne, Inc. is unable to receive the said assets, distribution shall then be to the Florida Baptist Convention. If the Florida Baptist Convention is unable to receive the said assets, distribution shall be to other non-profit corporations or other organizations which are qualified for exemption under Section 501(c)(3) of the Internal Revenue Code or any successor to said Section.

The members of said church defined in Articles I and IV who are members in good standing at the time of dissolution of said corporation shall in a duly called conference sitting, designate the non-profit corporation(s) or organization(s) to receive assets of the corporation upon dissolution. No assets of any substantial value of said church shall be distributed to any member or officer or trustee of this church. Any non-profit corporations or organizations designated to receive assets under this Article shall be affiliated with the Southern Baptist Convention and the Florida Baptist Convention and / or the Brevard Baptist Association, and shall use the assets for the purpose stated in Article II.

#### **Article XIV - Number, Name, Position and Addresses of Trustees (Board of Directors) to Serve Until the First Election Following Incorporation**

<u>Name</u>	<u>Address</u>
Tom Prentice, Chairman of the Trustees	1611 Emerson Dr. SE Palm Bay, FL 32909
Nita Miller, Trustee	2225 Vermont St. Melbourne, FL 32904
Vinny Modeen, Sr., Trustee	911 Barbados Ave. SE Palm Bay, FL 32909

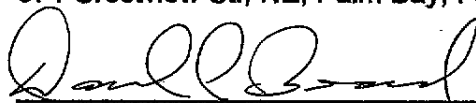
#### **Article XV - Initial Registered Agent**

The name of the initial registered agent / representative of the incorporated church is:

Daniel S. Beard

and his address is:

371 Crestview St., NE, Palm Bay, FL 32907.



(Signature of initial Registered Agent)

**Article XVI - Initial Principal Office**

The initial / principal office of the said incorporated church is: 1200 Corning Avenue NW, Palm Bay, Florida, 32907.

**Article XVII**

The Incorporators of the New Horizons Community Church are:

<u>Name</u>	<u>Address</u>			
Amos R. Pruett, Jr.	1200 Corning Ave. NW	Palm Bay	FL	32907
Bettie D. Pruett	1200 Corning Ave. NW	Palm Bay	FL	32907
Sally Prentice	1611 Emerson Dr. SE	Palm Bay	FL	32909
Kenneth Schadow	5800 Woodlake Dr. NE, Apt 202	Palm Bay	FL	32905
Michele Schadow	5800 Woodlake Dr. NE, Apt 202	Palm Bay	FL	32905
Ron Smith	3420 Willowwood Dr.	Melbourne	FL	32904
Mitzi Smith	3420 Willowwood Dr.	Melbourne	FL	32904
Thomas Whittenberg	1060 Beacon St. NW	Palm Bay	FL	32907
Brenda Whittenberg	1060 Beacon St. NW	Palm Bay	FL	32907

The undersigned incorporator has executed these Articles of Incorporation this 17 day of August, 1998.

Signature of Incorporator:



Amos R. Pruett, Jr.  
(Name of incorporator signing)

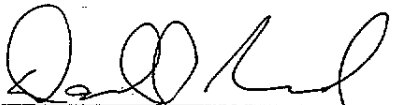
**Article XVIII**

The undersigned Chairman of the Board of Trustees (Directors), and Clerk of the incorporated church certify that the issuance of the articles of incorporation were duly authorized by the adoption of a resolution of its members in a duly called and held conference of said church and further authorized by a motion of the Board of Trustees of said incorporated church.



Thomas E. Prentice, Chairman, Board of Trustees, New Horizons Community Church

Date: 8-17-98



Daniel S. Beard, Church Clerk, New Horizons Community Church

Date: 8/17/98

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

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

1. The name of the corporation is:

New Horizons Community Church, Inc.

(must include suffix)

2. The name and address of the registered agent and office is:

Daniel S. Beard

(NAME)

371 Crestview St., NE

(ADDRESS)

Palm Bay, FL 32907

(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

*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.*

  
(SIGNATURE)

8/17/98  
(DATE)