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September 1, 1998

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL. 32399

-VIA FEDERAL EXPRESS-

Re: (0460-2) MinistryTrack Seminars, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the MinistryTrack Seminars Articles of Incorporation. Also enclosed is a check for \$78.75 to cover the filing fee, the fee for designation of registered agent, and a certificate under seal. Please file the original of the Articles of Incorporation and return a date-stamped copy to us at the law firm's above address, in the self-addressed, stamped envelope enclosed herein.

Thank you for your cooperation, and please call us if you have any questions.

Respectfully submitted,



H. Robert Showers
Stephen M. Clarke

FILED
98 SEP -4 AM 8:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Enclosures: (1) Ministry Track Seminars, Inc. Articles of Incorporation (original and one copy)
(2) \$78.75 check payable to "Department of State"
(3) Self-addressed, stamped envelope

Dmc
9/10/98

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLES OF INCORPORATION

of

MINISTRYTRACK SEMINARS, INC.

ARTICLE 1: Name. The name of the corporation is **MinistryTrack Seminars, Inc.** (hereinafter referred to as "the Corporation").

ARTICLE 2: Principal Office. The address of the principal office and mailing address of the corporation is 6456 17th Avenue North, St. Petersburg, FL. 33710.

ARTICLE 3: Duration. The period of its duration is perpetual.

ARTICLE 4: Purposes. The Corporation is a nonstock corporation and is organized and shall be operated exclusively for charitable, educational, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereinafter "Code"). More particularly, the Corporation seeks to develop and present ministry leadership seminars on Christian evangelism, worship, equipping of church members, and fellowship, to an audience of pastors and other Christian ministry leaders.

To carry out the stated purposes, the Corporation may do any and all lawful acts which may be necessary or useful for the furtherance of said purposes.

The Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any educational or charitable organization or organizations, exclusively for charitable, religious, and educational purposes.

ARTICLE 5: Membership. The Corporation shall not have members.

ARTICLE 6: Powers. The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the power of the Corporation and its directors:

6.1 The property of this Corporation is irrevocably dedicated to charitable, religious and educational purposes, as set forth above, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other 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 its purposes as set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, participate in, or intervene in (by the publication or distribution of statements or otherwise) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles,

the Corporation shall not carry on any other activities not permitted to be carried on by: (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) a corporation, contributions to which are deductible under Section 170 of the Code.

6.2 The Corporation shall seek such sources of support, including the solicitation of grants and loans from private sources and direct or indirect contributions from the general public, including tithes and offerings, as may be necessary to enable it to qualify as a publicly supported organization. In the event this Corporation is in any one year determined to be a "private foundation" as defined by Section 509(a) of the Code it shall:

6.2.1 Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code.

6.2.2 Not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

6.2.3 Not retain any excess business holdings as defined in Section 4943(c) of the Code.

6.2.4 Not make any taxable investments as defined in Section 4944 of the Code.

6.2.5 Not make any taxable expenditures as defined in Section 4945(d) of the Code.

6.3 No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the Corporation's charitable, religious or educational purposes or if it would require serving a private as opposed to a public interest.

6.4 Upon dissolution or winding up of this Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of exclusively for such purposes by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

6.5 The use and disposition upon dissolution or winding up of real or personal property owned or used by this Corporation in states other than the State of Florida shall be limited to the charitable, religious and educational purposes in such a manner as to satisfy the requirements of the laws of such states for exemption of such property from property taxation in such states.

ARTICLE 7: Registered Office and Agent. The registered office of the Corporation shall be located at 6456 17th Ave. North, St. Petersburg, Florida 33710, and the registered agent of the Corporation at this office shall be Brian Saylor, a resident of the state of Florida.

ARTICLE 8: Board of Directors. The manner in which the directors of the Corporation shall be elected shall be stated in the Bylaws of the Corporation.

ARTICLE 9: Initial Board of Directors. The number of directors constituting the initial Board of Directors shall be five. Subsequent board membership may be increased or decreased as provided in the Bylaws. The names and addresses of the persons who are to serve as the initial Board of Directors until the first annual meeting or until their successors shall be appointed and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Raeburn Woodson	5890 38th Ave. North, St. Petersburg, Florida 33710
Clif Saylor	46675 Church Road East, Sterling, Virginia 22170
Brian Saylor	6456 17th Avenue North, St. Petersburg, Florida 33710
Richard Baker	205 25th Avenue North, St. Petersburg, Florida 33704
David Henniger	5862 32nd Avenue North, St. Petersburg, Florida 33710
Curt Thomas	8591 141st Street, Seminole, Florida 33776

ARTICLE 9: Incorporator. The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
H. Robert Showers Attorney At Law	Gammon & Grange, P.C., Seventh Floor 8280 Greensboro Drive, McLean, VA 22102

The undersigned incorporator has executed these Articles of Incorporation this 1st day of Sept, 1998.

BY: H. Robert Showers
H. Robert Showers

I hereby accept designation as registered agent:

Brian D. Saylor 9-2-98
Brian Saylor Date

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