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NAME: TURNING POINT MINISTRIES, INC. AUDIT NUMBER.....H98000021266 DOC
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of

TURNING POINT MINISTRIES, INC.

The undersigned, acting as incorporators of a non-profit religious corporation under Chapter 617 of the Corporation act, of the laws of the State of Florida adopts the following Articles of Incorporation for such Non-Profit Corporation:

ARTICLE I-NAME

The name of the Corporation is and shall be hereinafter known as:

TURNING POINT MINISTRIES, INC.

ARTICLE II-PRINCIPAL OFFICE AND REGISTERED AGENT

The principal place of business and mailing address of this corporation shall be 2622 N.W. 118th Drive, Coral Springs, Florida 33065 and the name of its initial registered agent for process at that address shall be Dr. Denny Williams. The principal office and the registered office are the same address.

ARTICLE III-PURPOSE

The period of the duration of this corporation shall be perpetual.

The purposes for which this corporation is formed and organized are as follows:

The corporation is organized and shall be operated exclusively for religious, charitable and educational purposes. In order to accomplish those objectives and to implement them, the

Prepared By: Stephen L. Bening, 2345 Hillboro, Suite 200, Deerfield Beach, FL 33442.
Telephone (954) 725-3733, Fax 725-3792

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corporation shall also have the power to do each and every one of the following:

(A). To aid, support, maintain or assist, by gift, donation or otherwise, established religious, charitable and educational institutions which are qualified under Section 501 (c) (3) of the Internal Revenue Code of 1954, or comparable sections of any future Internal Revenue Code, whose objects or purposes include, but are not limited to, any one or more, or all of the following:

- (1). Establishment and operation of Christian Churches;
- (2). Advancement of Religion;
- (3). Advancement of Education;
- (4). The instruction or training of the individual for the purpose of developing his capabilities.

(5). The instruction of the public on subjects useful to the individual and beneficial to the community.

(B). To solicit and accept voluntary contributions and to accept, receive and administer, for its exclusive purpose, cash and other property, whether the same be real, personal or mixed, by gift, grant, devise, trust instrument, bequest, exchange or otherwise;

(C). To establish, maintain, operate, and control, directly or indirectly, an institution of education, offering consultation, correspondence and seminar courses, instruction and training in all fields of secular and religious education;

(D). To establish, maintain, operate and control, a church or other religious institution, Christian counseling center or chaplain program to aid corporations, prisons or jails.

(E). To establish, maintain, operate and control a social services facility that may work with other 501 (c) (3) organizations and/or government to help alleviate problems with gangs, addiction and the poor.

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(F). To establish, maintain, operate and control a Christian counseling center to work in conjunction with ministers, medical doctors, psychologists and hospitals to bring about the healing and well being of individuals who seek spiritual guidance from the ministry.

(G). To ordain pastors, ministers of the gospel and such other ministers and offices as the board of directors may deem appropriate to accomplish ministry goals.

(H). To have and maintain such office or offices and related equipment as are necessary, convenient or expedient to administer the affairs of said corporation in the furtherance of the above mentioned purpose (s) and to do any and all other acts and things necessary, convenient or expedient both within and without the premises and both within and without the State of Florida in order to effectively receive, administer, manage, operate, disburse and control funds and/or property of any nature which the corporation may have, all in the furtherance of the above-mentioned exclusive purpose(s) of said corporation and do any and all other acts and things which may become necessary which are permitted under the laws of the State of Florida and under section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IV-STOCK AND RESTRICTED ACTIVITIES

The corporation shall have no stated capital or capital stock. It is organized and shall be operated exclusively for religious, charitable and educational purposes, and not for financial gain. No part of the net earnings shall inure to the benefit of any shareholder or individual, and no part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including any publishing or distribution of statements) any political campaign on behalf of any candidate for public office, and any receipts of the corporation in excess of the

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expense of the conducting and operation thereof shall be applied by the Directors to carry out the purpose(s) of this organization and operation, as they, in their judgment, may deem wise. The corporation shall not engage in any transaction, operation or otherwise which is specifically prohibited by the Internal Revenue Code or its regulations issued thereunder. The purpose(s) shall, at all times, be exclusively religious, charitable, and educational.

ARTICLE V-BOARD OF DIRECTORS

Subject to the limitations provided by law, all corporate powers and purposes shall be exercised by or under authority of, and the business affairs of such corporation shall be managed and conducted by a Board of Directors, the qualifications, manner of election and term of office which may be prescribed by the Bylaws of the corporation.

The Board of Directors shall always be identical in composition to the Board of Elders of the church if such church is existing and functioning in connection with the corporation and as such, shall hold all ecclesiastical and disciplinary authority to handle all church affairs and business.

The Initial Board of Directors shall consist of:

Dr. Denny Williams President	of	2622 N.W. 118th Drive Coral Springs, Florida 33065
Wayne A. Williams, Sr. Vice President	of	5715 Valencia Lansing, Michigan 48911
Judy Williams Secretary/Treasurer	of	2622 N.W. 118th Drive Coral Springs, FL 33065

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ARTICLE VI-EXECUTIVE LEADERSHIP COMPENSATION COMMITTEE

A. Purpose

The purpose of the Executive Leadership Compensation Committee shall be to provide independent compensation determination for the Pastor/President and compensated Board of Director members. The compensation package for each compensated Board of Director member and the Pastor/President shall be independently determined by the Executive Leadership Compensation Committee, without input from the Board of Directors or the individual members thereof or the Pastor/President, taking into consideration the Biblical foundation for compensation (Numbers 18:21-24, Deuteronomy 12:19, 18:1-2, 1 Corinthians 9:10, 14, 1 Thessalonians 5:12-13, 1 Timothy 5:17-18).

B. FUNCTION

The Executive Leadership Compensation Committee will be called upon to meet in November of each year for the purpose of establishing the compensation package for each compensated member of the Board of Directors and the Pastor/President for the coming year.

They should evaluate as objectively as possible, the contributions made by the individuals to the church/ministry over the previous years.

They shall consider in their determination:

What churches and religious organizations of similar size in the independent sphere of Christian activity pay someone in the similar position?

Whether the church/ministry will be hindered in carrying out its function by paying a particular sum?

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The individual's character and his/her responsibilities as he serves the organization.

Future projects and prospects for the church/ministry.

Unique ability, including background and experience.

Prior years of inadequate compensation, especially in considering compensation of founding leadership.

Profitability to the church/ministry for the services rendered; ease or difficulty of work; the time and energy dedicated to the activities and programs of the church, and the number of available persons to perform the duties of the position (indispensability).

C. DELIBERATION AND REPORTING

They shall review current salaries and benefits, and current position responsibilities, discuss compensation for the coming year and prepare a written opinion which shall be binding on the Board of Directors in establishing the compensation package for the individuals considered.

D. STRUCTURE

Any member of the Executive Leadership Compensation Committee may be replaced or removed at any time by the Board of Directors of Turning Point, Inc.,

The initial three members of the Executive Leadership Compensation Committee shall be Stephan Tchividjian, Peggy Cavallancia, and Stephen L. Bening.

The Executive Leadership Compensation Committee shall be chaired by the representative appointed by the Pastor/President.

Future vacancies shall be filled by appointments of the remaining members of the Executive Leadership Compensation Committee subject to the approval of the Pastor/President

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and shall consist of individuals who have knowledge of ministry and or business and who have an uncompromising commitment to the Word of God.

Stephen L. Bening shall serve as the initial chairman of the Executive Leadership Compensation Committee until it is deemed necessary to change, at which time the Pastor/President will appoint a new chairman with the counsel of the Board of Directors/Elders.

Any successor Pastor/President to the founder must keep the Executive Leadership Committee that was in charge at the time he became Pastor/President, with replacements to be made as covered in the previous paragraphs.

ARTICLE VII-AMENDMENTS

The corporation reserves the right to amend, add to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with the laws of the State of Florida, the Internal Revenue Code and in conformity with the Bylaws.

ARTICLE VIII-ACTIVITIES

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

(A) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or

(B) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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ARTICLE VIV-DISSOLUTION AND DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation 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 government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X-INCORPORATOR

The name and address of the Incorporator for this Corporation is:

Dr. Denny Williams of 2622 N.W. 118th Drive
Coral Springs, FL 33065

ARTICLE XI-MEMBERS

The members of the Corporation shall be those whose names are subscribed hereto and such additional members as may be admitted upon qualification, mode of election, terms of admission, expulsion, and suspension as shall be prescribed by the By-Laws and all members admitted after incorporation shall have the rights and privileges, and shall be subject to the same responsibilities, as members prior to incorporation.

We, the undersigned incorporators, being persons legally competent to enter into contracts for the purpose of forming a corporation under Laws of the State of Florida, do hereby associate ourselves together for such purpose, and pursuant thereto do hereby adopt the above Articles of Incorporation for said corporation.

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These Articles of Incorporation are hereby dated and executed this

November 11, 1998.



Dr. Denny Williams
Incorporator

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under laws of the state of Florida, submits the following statement in designating the registered agent, in the state of Florida.

1. The name of the corporation is: TURNING POINT MINISTRIES, INC.
2. The name and address of the registered agent and office is:

Dr. Denny Williams
2622 N.W. 118th Drive,
Coral Springs, FL 33065

The principal office and the registered office are the same address.

SIGNATURE *Denny Williams*
TITLE *President*
DATE *11-11-98*

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 *Denny Williams*
DATE *11-11-98*

REGISTERED AGENT FILING FEE: \$35.00

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