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January 5, 1999

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

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****131.25 *****87.50

RE: Ivan Assembly of God Church, Inc.

Dear Sir/Madam:

Enclosed are the following documents to form the above referenced corporation:

1. Articles of Incorporation
2. Certificate of Designation of Registered Agent/
Registered Office

Also enclosed is a check for \$131.25 in payment of the Filing Fee, Certified Copy and Certificate. Please return the Certified Copy and Certificate to me at the following address:

Martha A. Kimball, Esquire
P. O. Box 7168
Clearwater, FL 33758

If you have any questions, or if you need further information, please feel free to contact me by letter, fax, or telephone.

Sincerely,

Martha A. Kimball
Martha A. Kimball

MAK:sc
Enclosures

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ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Not for Profit Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

IVAN ASSEMBLY OF GOD CHURCH, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this corporation shall be located in Wakulla County, Florida, and the principal place of business and the mailing address of this corporation within said county shall be:

202 Ivan Church Road
Crawfordville, FL 32327

ARTICLE III - PURPOSES

This corporation is organized exclusively for religious purposes. The specific purposes for which this corporation is organized are:

A. To establish and maintain a place for the worship of Almighty God, our heavenly Father;

B. To provide for Christian fellowship for those of like precious faith, where the Holy Ghost may be honored according to our distinctive testimony; and

C. To assume our share of responsibility and privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands.

ARTICLE IV - BOARD OF DIRECTORS

The general management of the affairs and business of this corporation shall be under the control, supervision, and direction of a Board of Directors consisting of not less than three (3) members. The manner in which the directors are elected or appointed shall be in accordance with the provisions set forth in the By-Laws.

The names and addresses of the persons who shall serve as the initial directors of this corporation are:

1. William Baxley
29 H R Linzy Drive
Crawfordville, FL 32327
2. Flavey L. Mathers
1949 Crawfordville Highway
Crawfordville, FL 32327
3. Mary Stokley
207 Stokley Road
Crawfordville, FL 32327

ARTICLE V - POWERS AND LIMITATIONS

This corporation shall have all the powers provided in Chapter 617, Florida Statutes, and said powers shall be exercised to accomplish the general purposes of this corporation.

No part of the net earnings of this 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 III hereof.

No substantial part of the activities of the corporation shall be the 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 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 (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 the corresponding section of any future federal tax code.

ARTICLE VI - AMENDMENTS

The Articles of Incorporation shall be amended by a majority vote of the Board of Directors of the corporation at the regular annual meeting or at a special meeting called for that purpose. Such action shall be effected upon filing same with the Secretary of State of the State of Florida, or as otherwise provided by law.

ARTICLE VII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every person who is or has been a Director or Officer of this corporation shall be indemnified and held harmless by the corporation from and against all costs and expenses which may be imposed upon or reasonably incurred by him or her in connection with or arising out of any claim, action, suit, or proceeding in which he or she may be involved by reason of his or her being or having been a Director or Officer of this corporation whether or not he or she continues to be a Director or an Officer of this corporation at the time such costs and expenses are imposed or incurred.

As used herein, the term "costs and expenses" shall include, but shall not be limited to, attorney fees and amounts of judgments against and amounts paid to the corporation itself; provided, however, that no such Director or Officer shall be so indemnified with respect to any matter as to which such Director or Officer shall, in any such action, suit or proceeding be finally adjudged to be liable for actual misconduct in the performance of his or her duties as a Director or Officer.

The foregoing rights of indemnification shall not be exclusive of other rights to which any such Director or Officer may be entitled as a matter of law.

ARTICLE VIII - EXEMPTION OF OFFICERS AND DIRECTORS

The private property of all Directors and Officers of this corporation shall be wholly exempt from liability for any and all debts, obligations and liabilities of this corporation.

ARTICLE IX - DISSOLUTION

Upon dissolution or winding up of this corporation, none of its funds shall be distributed to any officer, director, deacon, trustee, or any other individual. The assets remaining after payment of or provision of payment of all the debts and liabilities of this corporation shall be distributed to the West Florida District Council of the Assemblies of God, for the purpose of the assembly, and provided that said District Council at the time qualifies as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code. Any such funds or assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, to such organization as said Court shall determine, which is organized and operated exclusively for religious purposes.

ARTICLE X - INITIAL REGISTERED AGENT AND OFFICE

The name and the office address of the initial registered agent are:

William Baxley
202 Ivan Church Road
Crawfordville, FL 32327

ARTICLE XI - INCORPORATORS

The names and addresses of the incorporators are:

1. William Baxley
29 H R Linzy Drive
Crawfordville, FL 32327
2. Flavey L. Mathers
1949 Crawfordville Highway
Crawfordville, FL 32327
3. Mary Stokley
207 Stokley Road
Crawfordville, FL 32327

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 26th day of December, 1998.

William Baxley
William Baxley, Incorporator

Flavey L. Mathers
Flavey L. Mathers, Incorporator

Mary Stokley
Mary Stokley, 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 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:
IVAN ASSEMBLY OF GOD CHURCH, INC.
2. The name and address of the registered agent and office are:
 - A. Registered Agent: William Baxley
 - B. Registered Office: 202 Ivan Church Road
Crawfordville, FL 32327

EXECUTED this 26th day of December, 1998.

William Baxley
William Baxley, President

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligation of my position as Registered Agent.

William Baxley
William Baxley
Registered Agent

Date: December 26, 1998