

N99000001103

TRANSMITTAL LETTER FILED

99 FEB 18 AM 10: 28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

500002779155--2
-02/18/99-01044-018
****128.75 ****78.75

EFFECTIVE DATE

2-14-99

SUBJECT: Mount Moriah Missionary Baptist Church of Winter Park, Inc.
(Proposed corporate name - must include suffix)

Enclosed Check for \$ 78.75 Filing Fee & \$ 50.00 Fictitious name Application

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: Robert L. Porter
Name (Printed or typed)

Robert Porter GAVE

450 Morning Blossom Lane
Address

AUTHORIZATION BY PHONE TO

CORRECT Article II, VII, IX

Oviedo Florida 32765
City, State & Zip

DATE _____

DOC. EXAM. PA

407-366-2749 or 407-231-5726 WK
Daytime Telephone number

699-4244

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

P. Hall

FEB 22 1999

ARTICLES OF INCORPORATION
Of
Mount Moriah Missionary Baptist Church of Winter Park, Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned of full age for the purpose of forming a corporation under and pursuant to Chapter 617. Of the Florida statute, do hereby associate ourselves together as the founding Trustees and accept the following Not for profit articles of incorporation:

EFFECTIVE DATE

2-14-99

Article I

The name of the corporation shall be Mount Moriah Missionary Baptist Church of Winter Park, Inc.

Article II

The principal office of this corporation shall be at 421 S. Pennsylvania Ave., Winter Park, Florida 32789. With a mailing address of P.O. Box 2044 Winter Park Fl. 32790-2044

Article III

The Corporation shall have a fiduciary obligation to the church and Congregation. It shall give visible form to that faith and following to which God has called his people. We acknowledge ourselves to be a local manifestation of the universal church through which Jesus Christ continues to minister to the world by His Holy Spirit. We shall seek to fulfill this calling through corporate worship services, through a program of Christian nurture by which members may be built up in their faith and love, through proclamation of the Gospel by word and deed, and through ministering to human needs in the name of Christ.

Article IV

Section 1. General Powers. The affairs of the Corporation shall be managed by the Board of Directors whose members shall have a fiduciary obligation.

Section 2. Number, Term and Qualifications. The number of Directors shall be no less than three (3) and shall have no maximum number. The term of membership shall be for a one (3) year period, except for the Pastor. Those set forth in the Articles of Incorporation shall comprise the original Board of Directors. Any member of the Board of Directors must also be a member of the congregation of the Church.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held each year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation.

Section 4. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of any two (2) Directors, and the Pastor, and shall be held at the principal office of the Corporation.

Section 5. Notice. Notice of the annual, regular or any special meeting of the Board of Directors shall be given by oral notice to each Director. The attendance of a Director at any meeting shall constitute a

waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

Section 6. Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9. Vacancies, Additions, Elections and Removal. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Pastor with the advice and consent of a majority of the present Board of Directors. Directors shall be removed by the Pastor-President with the advice and consent of the Board of Advisors. In the event all Director positions shall become vacant, the Board of Elders shall act as Interim Board of Directors until the vacancies are filled.

Section 10. Compensation. Directors, as such, shall not receive any salaries for their services.

Article V

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes unless limited are as follows..

(a) Upon the dissolution of the Corporation, the Board of Directors shall, after the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Corporation. Notwithstanding any

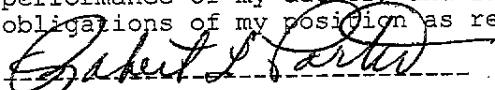
other provisions of the Articles of Incorporation or these Bylaws of the Corporation, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States revenue law).

Article VI

The name and the street address of the initial registered agent is:

Dea. Robert L. Porter
450 Morning Blossom Lane
Oviedo Florida, 32765

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.

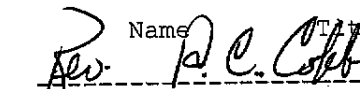
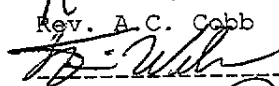
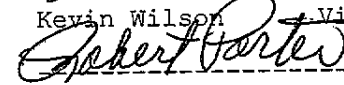
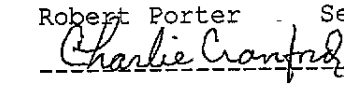

Signature of Registered Agent

2/14/99
Date

Article VII

The names and addresses of each incorporators of this corporation, as well as the number of directors of this corporation shall be (9), each of whom shall continue in office until their successor is elected and qualified, or removed by law or in the by-laws. One (1) members i.e. (Pastor) shall be permanent members of the board during the period of His Pastoral duties, and are.

Names and address of officers and directors:

Name	Title	Address	City State
 Rev. A.C. Cobb	President	502 Comstock Ave.	Winter Park Fla.
 Kevin Wilson	Vice Pres.	7815 Puritan Road	Orlando, Fla.
 Robert Porter	Secretary	450 Morning Blossom	Oviedo Fla.
 Charlie Cranford	Treasurer	8323 Esperanza	Orlando Fla.

Article VIII

There shall be no personal liability of any of the members of this corporation for any corporation obligation.

The Church shall indemnify any Director, officer or employee or former Director, officer or employee of the Church, or any person who may

have served at its request as a Director, officer or employee of another Church, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made party by reason of being or having been such Director, officer or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Church may also reimburse to any Director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding if it shall be found by a majority of a Committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) that it was to the best interest of the Church that such settlement be made and that such Director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such Director, officer or employee may be entitled under any Bylaw, agreement, or otherwise.

Article IX

This corporation was formed February 14, 1999, with its effect of incorporation to be assigned by the Secretary of State as February 14, 1999.

We the undersigned incorporates has executed these Articles of incorporation this 14 day of February, 1999.

FILED
 99 FEB 18 AM 10:28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Article X

The names and address of the Incorporators to these Articles of Incorporation and directors are:

- | | | | |
|------------------|----------------------|-------------------|-------------------------|
| David Allison | 140 Lakewind Trail | Maitland, Fla. | <i>David Allison</i> |
| Damon Clark | 422 Sunnyview Cir. | Eatonville, Fla. | <i>Damon Clark</i> |
| Elijah Lewis | 670 N. Penna. Ave. | Winter Park, Fla. | |
| Birke Bryant | 6130 Tebbetts Dr. | Orlando, Fla. | <i>Birke Bryant</i> |
| Charlie Cranford | 8323 Esperanza | Orlando, Fla. | <i>Charlie Cranford</i> |
| Elmer Edwards | 7 Carver Court | Winter Park, Fla. | <i>Elmer Edwards</i> |
| Albert Jenkins | 674 Lyman Ave. | Winter Park, Fla. | <i>Albert Jenkins</i> |
| Kenneth McCain | 4 Carver Court | Winter Park, Fla. | <i>Kenneth McCain</i> |
| Lemuel Quinton | 741 Northwood Cir. | Winter Park, Fla. | <i>L. Quinton</i> |
| Kevin Wilson | 7815 Puritan Rd. | Orlando, Fla. | <i>Kevin Wilson</i> |
| Robert Porter | 450 Morning Blossom | Oviedo, Fla. | <i>Robert Porter</i> |
| Joseph Gunter | 153 Woodridge Trail | Sanford, Fla. | <i>Joseph Gunter</i> |
| Chris Poole | 4908 Center Lane | Orlando, Fla. | <i>Chris Poole</i> |
| Willie Watson | 3520 Lake Lawne Ave. | Orlando, Fla. | <i>Willie Watson</i> |

REP