

JOHN LONDON ARNOLD

ATTORNEY AND COUNSELOR AT LAW

919 EAST ADAMS STREET

JACKSONVILLE, FLORIDA 32202

(904) 355-4671

FAX (904) 354-9807

February 5, 1999

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Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL. 32314

100002768421--5

-02/08/99-01168-019

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: OPEN ARMS MINISTRIES of Jacksonville Inc.  
a not for profit corporation

Gentlemen:

Please file the enclosed Articles of Incorporation  
for the above named not for profit corporation.

Enclosed please find my check for \$<sup>78.75</sup>~~76.00~~ for filing.

If you have any question, please call me at the  
above number.

Sincerely,

John L. Arnold

JLA:lsa

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AUTHENTICATION BY PHONE TO

CORRECT Name of Accept

DATE 3/10/99

DOC. EXAM mm

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ARTICLES OF INCORPORATION  
OF  
OPEN ARMS MINISTRIES OF JACKSONVILLE, INC.  
(A Florida Non-Profit Corporation)

**ARTICLE I**  
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is OPEN ARMS MINISTRIES OF JACKSONVILLE, INC.

The principal office of this corporation is 1015 Brandywine Street, FL. 32208.

The mailing address of this corporation is 1015 Brandywine Street. Jacksonville, FL. 32208.

**ARTICLE II**  
CORPORATE NATURE

This is a nonprofit corporation, organized solely for the general educational, religious, charity purposes, pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III**  
DURATION

The term of existence of the corporation is perpetual.

**ARTICLE IV**  
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds, assets and services for such purposes.

B. The further and more specific general purpose is to glorify God by making and equipping disciples of Christ both locally and globally by the power of the Holy Spirit, giving help and hope to the hungry and sick-physically and spiritually.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 and any amendments thereto or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt organizations under the

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Internal Revenue Code, as amended, including private foundations and private operating foundations.

**ARTICLE V**  
**MANAGEMENT OF CORPORATE AFFAIRS**

A Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be increased and decreased from time to time or changed by a By-law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 1015 Brandywine Street, Jacksonville, Florida 32208, each year on March 15th each year, or at such other place or places as the Board of Directors may designate from time to time by resolution.

An action required or permitted to be taken by one 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 proceeding of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. A 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 the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors officers of the corporation are as follows:

Moses Toomer 1015 Brandywine St., Jacksonville, FL 32208-  
President.

Guiley Goodman, 10459 Rutgers Rd., Jacksonville, FL 32218-  
Vice-President

Naomi Davis Goodman 10459 Rutgers Rd., Jacksonville, FL  
32218-

Secretary

Geraldine W. Toomer, 1015 Brandywine St, Jacksonville, FL

32208  
Treasurer

#### ARTICLE VI

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributive 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 IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying 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 any candidate for public office.

C. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. 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 VII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the

county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VIII MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

#### **ARTICLE IX SUBSCRIBERS**

The names and residence addresses of the Subscribers of this corporation are as follows:

Moses Toomer 1015 Brandywine St., Jacksonville, FL 32208

Geraldine W. Toomer 1015 Brandywine St., Jacksonville, FL 32208

Guiley Goodman, 10459 Rutgers Rd., Jacksonville, FL 32218

Naomi Davis Goodman, 10459 Rutgers Rd., Jacksonville, FL 32218

#### **ARTICLE X AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

#### **ARTICLE XI DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

#### **ARTICLE XII REGISTERED AGENT AND OFFICE**

The address of the corporations's registered office shall be 1015 Brandywine St., Jacksonville, FL 32208, and the name of its registered agent at said address shall be Moses Toomer.

**ARTICLE XIII**  
**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 28th day of January, A.D. 1999.

WITNESSES BY:

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED-AGENT.

Moses Toomer  
Moses Toomer/REGISTERED AGENT

Geraldine W. Toomer  
Geraldine W. Toomer

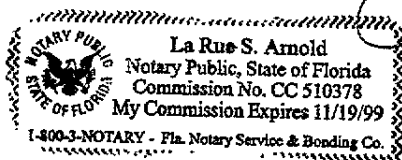
GUILEY GOODMAN  
Guiley Goodman

Naomi Davis Goodman  
Naomi Davis Goodman

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared, Moses Toomer, Geraldine W. Toomer, Guiley Goodman and Naomi Davis Goodman, well known to me, who acknowledged before me that they executed the foregoing document for the purposes therein expressed.

In Witness Whereof, I have this \_\_\_\_\_ day of January, A.D. 1999, set my hand and official seal at Jacksonville, state and county aforesaid.



La Rue S. Arnold  
Notary Public