

# N99000001995

## TRANSMITTAL LETTER

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

300002819603--5  
-03/26/99--01040--016  
\*\*\*131.25 \*\*\*\*87.50

SUBJECT: CHRISTIAN FINANCIAL GUIDANCE AND COUNCIL, INC.  
(Proposed corporate name - must include suffix)

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

FROM: Loyd Cunningham  
Name (Printed or typed)  
1572 Jeffords Street  
Address  
Clearwater, FL 33756  
City, State & Zip  
(727) 443 - 0331  
Daytime Telephone Number

99 MAR 26 AM 10:10  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

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

ajc  
3/31

ARTICLES OF INCORPORATION  
OF  
CHRISTIAN FINANCIAL GUIDANCE AND COUNSEL, INC.  
A Corporation not for profit

FILED  
99 MAR 26 AM 10:10  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby form ourselves and our successors into a corporation not for profit, under the corporate name of CHRISTIAN FINANCIAL GUIDANCE AND COUNSEL, INC., Clearwater, Pinellas County, Florida, and hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be CHRISTIAN FINANCIAL GUIDANCE AND COUNSEL, INC., and it is located in Clearwater, Pinellas County, Florida.

ARTICLE II

CHRISTIAN FINANCIAL GUIDANCE AND COUNSEL, INC., a Corporation not for profit, under its corporate seal in the hands of its duly elected President and Secretary, MAHLON LOYD CUNNINGHAM and JOHN H. GRAHAM respectively, hereby certify that:

The general nature and purpose of the corporation shall be exclusively charitable, educational and religious within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

This corporation shall have all powers incidental to the promotion and fulfillment of its purpose as described above, including, but not limited to, the following:

1. To buy, own, acquire, by gift, devise, purchase, or otherwise, real and personal property, and to build, provide for, maintain and equip suitable buildings for the benefit and use of the corporation and its members in compliance with its purpose.
2. To receive, administer, disburse and invest gifts, devises and bequests by and from any persons.
3. To issue bonds, notes or other evidences of indebtedness and to secure the same by mortgage or otherwise.
4. To pay salaries or other compensation to any persons, including its members, for the fulfillment and ministry as outlined above.
5. The corporation shall have all other powers necessary and incidental to its purpose and ministry as described above, as permitted under the laws of the State of Florida currently or in the future in effect.

#### ARTICLE IV

The membership of this corporation shall consist of Christians, who subscribe to the purpose of this corporation as outlined herein and who are elected to membership by the majority vote of the Directors of this corporation. The initial membership of this corporation shall consist of the following named persons, who are also the subscribers to this Charter, and who are also the Directors of this corporation:

MAHLON LOYD CUNNINGHAM

1572 Jeffords Street  
Clearwater, Florida 33756

JOHN H. GRAHAM

1336 Highfield Drive  
Clearwater, Florida 33764

KENNETH PETERS

2352 Anna Avenue  
Clearwater, Florida 33765

ARTICLE V

The government of this corporation shall be vested in the Directors as aforesaid and carried out through the corporate officers as hereinafter set forth.

ARTICLE VI

The business of this corporation shall be carried out by the Board of Directors, and shall consist of no less than three directors and no more than five directors, and are to be chosen from the membership of this corporation by majority vote. The election of said directors shall be made annually and the terms of said directors shall be for one year, or until their successors are elected and take office. The officers of this corporation shall be elected annually from said directors by majority vote and shall be a President, Secretary and Treasurer. Any of these offices can be combined in one person, except that the President cannot also hold office as the Treasurer. These officers shall serve a term of one year or until their successors are elected and take office.

Qualifications of directors and officers may be further defined in the bylaws.

ARTICLE VII

The names of the directors and officers who are to manage the affairs of this corporation until their successors are elected and take office shall be as follows:

<u>DIRECTORS AND OFFICERS</u>	<u>ADDRESS</u>	<u>OFFICE</u>	<u>TERM</u>
MAHLON LOYD CUNNINGHAM	1572 Jeffords Street Clearwater, Florida	President	1 year
JOHN H. GRAHAM	1336 Highfield Drive Clearwater, Florida	Secretary	1 year
KENNETH PETERS	2352 Anna Avenue Clearwater, FL 33765	Treasurer	1 year

ARTICLE VIII

Business meetings shall be held at least annually by this corporation and a quorum shall consist of no less than a majority of the members.

ARTICLE IX

In the event of dissolution, all of the remaining assets of the corporation shall be distributed only for religious, charitable and/or educational purposes as required by the then existing provisions of the Internal Revenue Code.

ARTICLE X

This corporation shall exist perpetually.

ARTICLE XI

The By-Laws and these Articles of Incorporation shall be made, altered or amended by the corporation at any regular or special meeting duly and legally called, but any alteration shall only be made by a two-thirds vote of all the members of the corporation.

ARTICLE XII

The location of this corporation shall be at 1572 Jeffords Street, Clearwater, Florida 33756.

ARTICLE XIII

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

The corporation shall not engage in any act itself dealing as defined in Section 4941(d) of the 1954 Code or corresponding provisions of any subsequent Federal tax Laws.

The corporation shall not retain any excess business holdings as defined in Section 4941(c) of the 1954 Code or corresponding provisions of any subsequent Federal Tax Laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the 1954 Code or corresponding provisions of any subsequent Federal Tax Laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the 1954 Code or corresponding provisions of any subsequent Federal Tax Laws.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals at Clearwater, Florida, this 24 day of March, 1999.

John H. Graham (seal)  
JOHN H. GRAHAM

Mahlon Loyd Cunningham (seal)  
MAHLON LOYD CUNNINGHAM

Kenneth Peters (seal)  
KENNETH PETERS

STATE OF FLORIDA

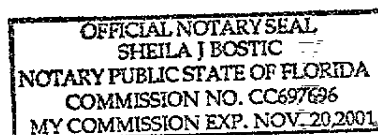
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 24 day of March, 1999, before me the undersigned authority, personally appeared JOHN H. GRAHAM, MAHLON LOYD CUNNINGHAM and KENNETH PETERS, all to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and who severally acknowledged the execution thereof to be their free act and deed for the uses and purposes therein expressed.

WITNESS my hand and official seal at Clearwater, Florida, the day and year first above written.

Sheila J. Bostic  
Notary Public

My Commission Expires:

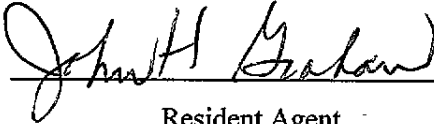


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with  
said Act:

THE CHRISTIAN FINANCIAL GUIDANCE AND COUNSEL, INC., a Corporation not for  
Profit, desiring to organize under the laws of the State of Florida, with its principal office as indicated in  
the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named  
JOHN H. GRAHAM, 1336 Highfield Drive, Clearwater, 33756, as its agent to accept service of process  
within this State.

Having been named to accept service of process for the above named corporation, at place  
indicated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

  
Resident Agent

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Christian Financial Guidance and Council, Inc.

(must include suffix)

2. The name and address of the registered agent and office is:

John H. Graham

(Name)

2111 Drew Street

(P.O. Box or Mail Drop Box **NOT** Acceptable)

Clearwater, FL 33765

(CITY/STATE/ZIP)

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99 MAR 26 AM 10:10  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Having been named as registd 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 registerd 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.*

John H. Graham  
(Signature)

3/23/99  
(Date)