

**Simon, Green & Associates, Inc.**  
**Certified Public Accountants**

8750 Perimeter Park Boulevard  
Jacksonville, Florida 32216-6347  
Office 904/928-1040  
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July 13, 1999

N 990000004379

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

800002932008--4  
-07/15/99-01038-011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: THE BELIEVERS USA, INC.

Enclosed are an original and one (1) copy of Articles of Incorporation for the subject and a check for \$78.75 to cover the filing fee and certification.

Regards,

*N.T. Simon*

Nicholas T. Simon  
Certified Public Accountant

NTS/gs  
enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS 7/24/99

# ARTICLES OF INCORPORATION

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:*

## ARTICLE I NAME

The name of the corporation shall be: The Believers USA, Inc.

## ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2913 Bernice Dr  
Jacksonville, FL 32257

## ARTICLE III PURPOSE

The Believers USA, Inc. is established as a Christian ministry, to operate as an educational, management/leadership training and development association devoted to networking Christian business leaders, entrepreneurs, small business owners, professionals and corporate executives through conferences, workshops, books, tapes and other forms of media. The specific purposes for which the corporation is organized are:

See Articles VIII to X

## ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

Directors shall be elected by majority vote at the annual meeting of the Board of Trustees.

## ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

John Beehner  
2913 Bernice Dr  
Jacksonville FL 32257

## ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

John Beehner      2913 Bernice Dr      Jacksonville, FL 32257

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## **ARTICLE VII TRUSTEES**

The number of the trustees constituting the initial Board of Trustees of the corporation is three (3), and the Board of Trustees shall be not less than three (3) or more than nine (9), and the names, addresses, and offices of the persons who are to serve as the initial directors are:

John Beehner  
President  
2913 Bernice Drive  
Jacksonville FL 32257

Bill McCombes  
Vice President  
11728 McCormick Rd.  
Jacksonville, FL 32225

Judy Beehner  
Secretary/Treasurer  
2913 Bernice Drive  
Jacksonville FL 32257

## **ARTICLE VIII**

The purposes for which the corporation is organized are:  
to operate exclusively for religious, charitable, educational and distinct ecclesiastical purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1986, as amended, or any superseding statute thereto, and such purposes shall include the following:

- (a) Religious, educational, and training of moral, character and Spiritual values
- (b) To conduct a ministry by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all of the Commandments and provisions as set forth in the Holy Bible, the irrevocable Word of God.
- (c) Minister the Word of God and godly business principles to the faithful, and all others.
- (d) Promote and encourage, through the ministry of the Organization, cooperation with other Organizations ministering within the community.
- (e) To acquire and hold such property, either real or personal, for Organizational purposes, as may be necessary for its membership.
- (f) To produce materials in the form of, books, cassettes, CDs, videos etc. that will minister to, train and develop the body of Christ and those who are in need of Him as well as help fund the ministry through sales.
- (g) To hold seminars, conferences, workshops, luncheons, crusades, concerts, meetings and other events, both indoor and outdoor, for the purpose of drawing men to Christ and developing moral, character and spiritual values in personal and business areas.

(h) To produce books and tape series for sale to the general public for the purpose of both imparting spiritual, moral and godly character guidance to listeners and readers, as well as funding the organization.

(i) To travel both nationally and abroad doing the previously mentioned works of this organization.

(j) The Believers USA, Inc. is established as a Christian ministry, to operate as an educational, management/leadership training and development association devoted to networking Christian business leaders, entrepreneurs, small business owners, professionals and corporate executives through conferences, workshops, books, tapes and other forms of media.

#### **ARTICLE IX**

In accordance with and in addition to the powers conferred by the laws of the State of Florida, the Non-Profit Corporation shall have the following powers:

(a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.

(b) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.

(c) To acquire, own, lease, mortgage and dispose of property, both real and personal.

(d) To conduct and carry on religious services, seminars, workshops, conferences and instruction through the public media, including electronic broadcasting, AM and FM radio telecasting, microwave distribution, closed circuit transmission, and cable television.

(e) To acquire, own, and operate such broadcasting and/or telecasting facilities.

(f) To issue annuities and to enter into gift-annuity contracts.

(g) To accept property and donations in trust for religious or charitable purposes.

(h) To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or

otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the

Corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.

## ARTICLE X

The Believers USA, Inc. is not organized for pecuniary gain or profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any members, directors, trustees or individuals, except that The Believers USA, Inc. shall be authorized and empowered to pay and to be paid a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the articles hereof. No substantial part of the activities of The Believers USA, Inc. shall be the carrying on of propaganda or otherwise attempting to influence legislation, and The Believers USA, Inc. shall not participate in or intervene in (including the publishing or distribution of statements) a political campaign. Notwithstanding any other provisions of these Articles, The Believers USA, Inc. shall not carry on any other activities not permitted to be carried on by:

- (a) A Corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or,
- (b) A Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).
- (c) In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to such Non-Profit Corporation qualifying as an Organization exempt under the provisions of section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an Organization qualifying as a public charity under the provisions of Section 509 (a) (1) or 509 (a) (2) of the Internal Revenue Code of 1986, as amended, or any superseding statute, as the Directors or Trustees of the Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose. Any such assets not so

disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is located, exclusively for such purposes, or the Organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XI**

The business and property of the Corporation shall be managed by a Board of not less than three (3) or more than nine (9) Directors (Trustees). The present Trustees now duly constituted and elected shall constitute the Board of Trustees and they shall hold their offices permanently and so far as may be until other or further election. In the event of the inability of any Trustee to act, or in the event of the death of any Trustee, the remaining Trustees shall elect another Trustee, or Trustees, to fill the vacancy or vacancies, thus created. A new Trustee shall be elected by a majority vote of the total Trustees, excluding the Trustee whose position is being filled by vote.

- (a) The Trustees in their collective capacity shall be known as the Board of Trustees and under that name shall constitute the governing body, and shall conduct and transact all business of the Corporation.
- (b) The Trustees shall have power and authority to hold an annual meeting of the Board of Trustees and may likewise hold special meetings as may be determined by the Board of Trustees. The annual meeting, if and when held, shall be held at the offices of the Corporation in Jacksonville, Florida on the last Monday of June in each year at the hour of 7:00 P.M. of such day, or as soon thereafter in each year as possible for the Trustees to call such meeting; and any special meetings may be held at such time as the Trustees may determine, and all meetings shall be held at the offices of the Corporation in Jacksonville, Florida.
- (c) There shall be but one class of membership in this Corporation. Membership in this Corporation may be obtained by natural persons of all races, creeds, and colors, who shall publicly profess belief in Jesus Christ as their personal Savior, and who shall further profess their belief in the purposes of this organization as set forth herein above, and who shall thereafter be accepted into membership in such manner as provided by the Board of Trustees of this Corporation. The subscribers to these Articles of Incorporation and the initial Directors of this Corporation shall be and constitute the initial members of this Corporation. Any Amendments to the Articles of Incorporation may be made, altered or rescinded only by the Board of Trustees of this Corporation, having received the vote of a majority of the Board of Trustees in office.

- (d) The Board of Trustees shall have authority and power, which is hereby given, to provide suitable and proper means and religious ceremony and required tests and qualifications for entrance into the ministry of the Church, hereby being established and organized and by and through the means as established and administered that any and all applicants may be inducted into the ministry thereby license, commission or full ordination with all Church authority possible for any Church or ecclesiastical body to be given or to possess or to administer, giving therein authority to administer all sacred services of ecclesiastical bodies and to include all sacred and sacramental services, and to further include the marriage services and together with the sacred services of baptism.
- (e) The Board of Trustees shall have the authority and power, which is hereby given, to establish, institute, operate and maintain any and all such additional departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles as may be deemed appropriate and advisable by said Board of Trustees for the propagation of the Gospel and Christian and religious worship and where within the United States of America and/or in any other country.
- (f) The Board of Trustees of The Believers USA, Inc. shall have power and authority which is hereby given, to negotiate or designate agents to negotiate all of the business transactions, all receipts and all disbursements, for any such additional departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles established or instituted by this Corporation.
- (g) A majority of the Trustees shall constitute a quorum for the transaction by the Board of Trustees of any and all business, in accordance to the laws of the State of Florida.

## ARTICLE XII

The manner in which the Directors or Trustees of the Corporation shall be elected or appointed shall be governed by the provisions of these Articles of Incorporation.


The Corporation shall be a sovereign body, and the regulation of the internal affairs of the Corporation shall be governed by the provisions of these Articles of Incorporation.

The place where the business of The Believers USA, Inc. shall be transacted is Jacksonville, Florida, where the principal office shall be.

Dated the 13<sup>th</sup> day of July, 1999

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these Articles of Incorporation.


*Signature of Incorporator,*

  
\_\_\_\_\_  
John Beehner

**ACCEPTANCE BY REGISTERED AGENT**

*Having been hereby named as registered agent and to accept service of process for the above stated corporation for at the place designated in this certificate, I hereby accept 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,*

\_\_\_\_\_  
John Beehner

\_\_\_\_\_  
Date July 13, 1999

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