

**McDONALD, FLEMING, MOORHEAD & FERGUSON**

Attorneys at Law

4300 Bayou Boulevard, Suites 12 and 13  
Pensacola, Florida 32503-2671

*A Partnership of Professional Associations*

Edward P. Fleming

Telephone (850) 477-0660  
Telecopier (850) 477-4510

July 19, 1999

*N99000004618*

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

700002944877--S  
-07/29/99-01042-009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: NEW SONG CHURCH PCA, INC.

Dear Sir:

Enclosed please find Articles of Incorporation of NEW SONG CHURCH PCA, INC. and Acceptance of Appointment of Registered Agent. Also, please find our check for \$70.00 to cover the filing fee for a non-profit corporation, and registered agent designation.

If you should have any problems or concerns, please do not hesitate to contact me.

Sincerely,

  
Edward P. Fleming

EPF/dmc

Enclosures

FILED  
99 JUL 29 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. GALLMON-CASE AUG 04 1999

**ARTICLES OF INCORPORATION**

**OF**

**NEW SONG CHURCH PCA, INC.**

**A Not-for-Profit Corporation**

**FILED**  
**99 JUL 29 PM 2:24**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned incorporators, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617, Florida Statutes, and do adopt the following Articles of Incorporation for such corporation:

**ARTICLE I.**

**NAME AND MAILING ADDRESS OF THE CORPORATION**

The name of the corporation is New Song Church, PCA, Inc. The corporation's principal office shall be 5413 Woodsman Drive, Pace, Florida, and the mailing address for the corporation is Post Office Box 2190, Pace, Florida 32571.

**ARTICLE II.**

**DURATION**

This corporation shall exist perpetually, commencing upon the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III.**

**PURPOSE**

The purposes of this corporation are:

To establish goals, objectives, policies, priorities and courses of action for and to secure the support and assistance needed to develop and advance the teachings of Christianity. Specifically, to provide regular Christian church services.

#### **ARTICLE IV.**

##### **BOARD OF DIRECTORS**

The corporation shall be directed by a board of directors, which shall have all of the powers granted to a board of directors under Chapters 607 and 617, Florida Statutes, as they may be amended from time to time, to the extent that such powers are not in conflict with the Articles of Incorporation. The directors shall be elected by a majority vote of the members of New Song Church PCA, Inc., as provided for in the bylaws.

#### **ARTICLE V.**

##### **INITIAL BOARD OF DIRECTORS**

The initial board of directors shall consist of four directors, listed below. The number of directors may be increased or decreased by the members, but in no event shall there be fewer than three directors.

The names and addresses of the initial board of directors are:

Edwin Lugo  
4432 Bell Lane  
Pace, Florida 32571

Lynn E. Kirkland  
7525 Chumuckla Highway  
Pace, Florida 32571

Richard Cloutier  
6088 Lansing Drive  
Milton, Florida 32570

Bruce Sinclair  
5413 Woodsman Drive  
Pace, Florida 32571

**ARTICLE VI.**  
**INCORPORATORS**

The name and address of the incorporators of the corporation are

Edwin Lugo  
4432 Bell Lane  
Pace, Florida 32571

Lynn E. Kirkland  
7525 Chumuckla Highway  
Pace, Florida 32571

Richard Cloutier  
6088 Lansing Drive  
Milton, Florida 32570

Bruce Sinclair  
5413 Woodsman Drive  
Pace, Florida 32571

**ARTICLE VII.**  
**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the corporation is 4300 Bayou Boulevard, Pensacola, Florida, 32503. The initial registered agent of the corporation at such address is Edward P. Fleming, Esquire.

**ARTICLE VIII.**  
**ACTS AFFECTING NON-TAXABLE STATUS PROHIBITED**

This corporation is organized exclusively for religious, educational, scientific and charitable purposes as a not for profit corporation within the meaning of the Internal Revenue Code of the United States of America, and its activities shall be conducted for such purposes and in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). 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 publication of distribution of statements), any political campaign on behalf of any candidate for public office.

1. The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code.

2. The corporation shall not engage in any act of self-dealing as defined in the Internal Revenue Code.

3. The corporation shall not retain any excess business holdings as defined in the Internal Revenue Code.

4. The corporation shall not make any investments in such manner as to subject it to tax under the Internal Revenue Code.

5. The corporation shall not make any taxable expenditures as defined in the Internal Revenue Code.

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 the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under the Internal Revenue Code.

## **ARTICLE IX.**

### **DISSOLUTION OF CORPORATION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction over the value of the assets in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall be determine, which are organized and operated exclusively for such purposes.

## **ARTICLE X.**

### **NON-STOCK CORPORATION**


This corporation is organized on a non-stock basis.

#### ARTICLE XIV.

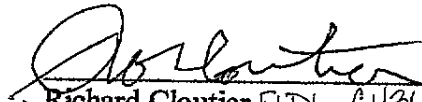
#### NO DISTRIBUTION TO MEMBERS

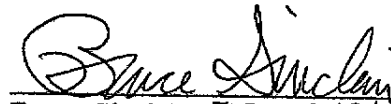
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal on the dates written below:

  
Edwin Lugo L200-200-53.140.0

  
Lynn E. Kirkland FIDL K624.52596448.0

  
Richard Cloutier FIDL C436.754.31.362

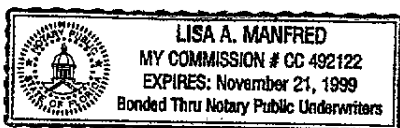
  
Bruce Sinclair FIDL 5524061.57.304.0

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for said State and County personally appeared Edwin Lugo, personally known to me or who has presented identification as indicated hereon and who freely and voluntarily subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 28 day of July, 1999.



Lisa A. Manfred  
Notary Public, State of Florida  
Print Name: Lisa A. Manfred  
My Commission Expires: Nov. 21, 1999

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for said State and County personally appeared Lynn E. Kirkland, personally known to me or who has presented identification as indicated hereon and who freely and voluntarily subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 28 day of July, 1999.



Lisa A. Manfred  
Notary Public, State of Florida  
Print Name: Lisa A. Manfred  
My Commission Expires: Nov. 21, 1999

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for said State and County personally appeared Richard Cloutier, personally known to me or who has presented identification as indicated hereon and who freely and voluntarily subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 28 day of July, 1999.



Lisa A. Manfred  
Notary Public, State of Florida  
Print Name: Lisa A. Manfred  
My Commission Expires: Nov. 21, 1999

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me the undersigned authority in and for said State and County personally appeared Bruce Sinclair, personally known to me or who has presented identification as indicated hereon and who freely and voluntarily subscribed the foregoing Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 28 day of July, 1999.



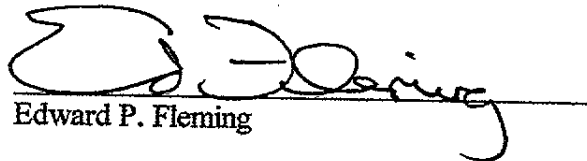
Lisa A. Manfred  
Notary Public, State of Florida  
Print Name: Lisa A. Manfred  
My Commission Expires: Nov. 21, 1999



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, Edward P. Fleming, hereby accept the appointment as Registered Agent for New Song Church PCA, Inc., a Not-for-Profit Corporation, as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 19 day of July, 1999.

  
Edward P. Fleming

FILED  
99 JUL 29 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA