

Division of Corporations\*

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**To:**

Division of Corporations  
Fax Number : (850) 922-4001

**From:**

Account Name : SMITH HULSEY & BUSEY  
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**FLORIDA NON-PROFIT CORPORATION****Marpe' Ministries, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
MARPE MINISTRIES, INC.**

The undersigned, acting as incorporator of a corporation pursuant to the Florida Not for Profit Corporation Act (the "Act"), Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this Corporation is Marpé Ministries, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The initial place of business and street address of the Corporation is 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

**ARTICLE III  
PURPOSES**

This Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, for the following purposes:

A. To conduct a local 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.

B. To educate, teach, counsel and instruct all people by any and all means, about the doctrines, teachings and information contained in the Holy Bible and derived from the historic Christian faith;

Prepared by:  
Michael J. Ivan, Jr., Esq.  
Florida Bar No. 0016144  
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- C. To provide scriptural fellowship and instruction among its members;
- D. To establish churches, schools and other institutions with a Christian, religious, educational, charitable and benevolent character to the end that all people may be instructed, counselled, guided and challenged concerning the doctrines of the conduct and the life taught in the Bible and to license, commission and ordain ministers who have been approved by the Senior Pastor and the Board of Directors;
- E. To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual;
- F. To operate without regard to race, age, sex, religion or national origin;
- G. To carry out its functions such that no substantial part of the Corporation's activities 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 publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office;
- H. To operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code;
- I. To have and exercise all powers of any corporation not for profit as the same now exist, or hereafter may exist, under the laws of the State of Florida.

#### ARTICLE IV POWERS

The Corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of the Code.

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#### **ARTICLE V MEMBERS**

The qualifications of Members and the manner of their admission shall be regulated by the Bylaws.

#### **ARTICLE VI DIRECTORS**

The Board of Directors shall consist of at least three (3) members. The method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation.

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

The street address of the initial registered office of the Corporation is 225 Water Street, Suite 1800, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Smith Hulsey & Busey.

#### **ARTICLE VIII DISSOLUTION ON LIQUIDATION**

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

#### **ARTICLE IX INDEMNIFICATION**

Directors and officers of the Corporation shall be indemnified to the full extent permitted by Florida law.

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#### ARTICLE X - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation are Michael J. Ivan, Jr., 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

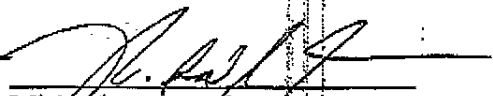
#### ARTICLE XI - BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

#### ARTICLE XII - AMENDMENTS

The Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of September, 1999

  
\_\_\_\_\_  
Michael J. Ivan, Jr.  
Incorporator

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, Marpé Ministries, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Marpé Ministries, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: Harry M. Wilson, III  
Harry M. Wilson, III  
Its Vice-President

Date: September 3, 1999

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