

MICHAEL A. CROAK, P.A.

Attorney at Law
14229 U.S. Highway 441
Tavares, Florida 32778

Phone (352) 343-0770
Fax (352) 343-6005

799000005849

September 27, 1999

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

700002999967-2
-09/29/99--01030--013
*****78.75 *****78.75

Re: Articles of Incorporation of Seminole Springs Baptist Church, Inc.

Dear Sirs/Ladies:

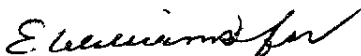
I request that you find enclosed for filing the original Articles of Incorporation for the above referenced corporation and a check for \$78.75 representing the following fees:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy	<u>8.75</u>
TOTAL	\$78.75

If all is in order, I would request that the Articles of Incorporation be properly filed and that the Certificate of Incorporation and certified copy of the articles be forwarded to our office at the above address.

Thank you in advance for your prompt attention to this matter.

Sincerely,


Michael A. Croak

MAC/eaw
Enclosure

FILED
1999 SEP 29 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CA 10/1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SEMINOLE SPRINGS BAPTIST CHURCH, INC.

The undersigned by these Articles of Incorporation associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I. NAME

The name of the corporation shall be SEMINOLE SPRINGS BAPTIST CHURCH, INC. and its mailing address shall be 27 East Pinchurst Blvd., Eustis, Florida 32726.

The name of the initial registered agent of this corporation is Colin D. Cooley, whose address is 26250 County Road 44A, Eustis, Florida 32736, who by execution hereof acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

ARTICLE II. PURPOSE

2.1 Said corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 for the corresponding provision of any future United States Internal Revenue Law.

2.2 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. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

2.3 Notwithstanding any other provisions 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.)

2.4 Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the 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, educational, 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 Trustees shall determine.

ARTICLE III. POWERS

The corporation shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these articles.

ARTICLE IV. MEMBERS

The qualification of and admission of members to the Corporation shall be governed by the general laws applicable to qualification and admission of members to churches of the Baptist faith and by such By-laws as this Corporation may hereinafter enact and amend.

ARTICLE V. TRUSTEES (DIRECTORS)

5.1 The affairs of the Corporation will be managed by a Board of Trustees (Directors) consisting of the number of trustees (directors) fixed by the By-laws but not less than three (3) trustees (directors). The Board shall be known as the Board of Trustees.

5.2 The trustees of the Corporation shall be elected at the annual meeting of the members in the manner specified by the By-laws. Trustees may be removed and vacancies on the Board shall be filled in the manner provided by the By-laws.

5.3 The names and addresses of the members of the first Board of Trustees who shall hold office until their successors are elected and have qualified or until removed are as follows:

Colin D. Cooley
26250 County Road 44A
Eustis, Florida 32736

George R. Conn, III
25102 Magnolia Avenue
Eustis, Florida 32726

Byron J. Meyer
35402 County Road 439
Eustis, Florida 32736

ARTICLE VI. OFFICERS

The affairs of the Corporation shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Trustees at its first meeting following the annual meeting of the members of the Corporation, and they shall serve at the pleasure of the Board of Trustees. The names and addresses of the initial officers are as follows:

Colin D. Cooley, President
26250 County Road 44A
Eustis, Florida 32736

George R. Conn, III, Secretary
25102 Magnolia Avenue
Eustis, Florida 32726

Byron J. Meyer, Treasurer
35402 County Road 439
Eustis, Florida 32736

ARTICLE VII. INDEMNIFICATION

Every trustee and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or trustee of the Corporation or any settlement thereof, whether or not he is a trustee or officer at the time such expenses are incurred, except in such cases wherein the trustee or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification herein shall apply only when the Board of Trustees approve such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which trustees or officers may be entitled.

ARTICLE VIII. AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the manner provided by statutes at the time of the Amendment.

ARTICLE IX. TERM

The term of the Corporation shall be perpetual.

ARTICLE X. SUBSCRIBERS

The names and addresses of the subscribers in these Articles of Incorporation are as follows:

Colin D. Cooley
26250 County Road 44A
Eustis, Florida 32736

George R. Conn, III
25102 Magnolia Avenue
Eustis, Florida 32726

Byron J. Meyer
35402 County Road 439
Eustis, Florida 32736

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ARTICLE XI I.R.C. MATTERS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Anything in the Articles of Incorporation or By-laws of the Corporation to the contrary notwithstanding this Corporation shall not have the power to engage in, do any act, or any activity or conduct not permitted to be carried on by a religious/charitable corporation not for profit within the meaning of applicable provisions of the Internal Revenue Code (or any corresponding provisions of any further U. S. revenue law).

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures on the 22 day of Sept., 1999.

Colin D. Cooley
Colin D. Cooley
Incorporator and Registered Agent

George R. Conn, III
George R. Conn, III
Incorporator

Byron J. Meyer
Byron J. Meyer
Incorporator

STATE OF FLORIDA
COUNTY OF LAKE

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared Colin D. Cooley, George R. Conn, III and Byron J. Meyer to me known to be the persons described as incorporators and registered agents in and who executed the foregoing Articles of Incorporation and who have produced their Personally known to me as identification.

Witness my hand and official seal in the County and State aforesaid this 22 day of Sept., 1999.

Jackie D. Conn
Notary Public
My Comm. Exp.: 10/22/2000

