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REFERENCE : 397551 80523A

AUTHORIZATION

COST LIMIT : \$ 78.75

ORDER DATE : October 4, 1999

ORDER TIME : 3:10 PM

ORDER NO. : 397551-005

CUSTOMER NO: 80523A

CUSTOMER: Bruce D. Johnson, Esq  
DONAHOO BALL MCMENAMY &  
DONAHOO BALL MCMENAMY &  
2925 Barnett Center  
50 North Laura Street  
Jacksonville, FL 32202

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DOMESTIC FILING

NAME: OLD PLANK ROAD BAPTIST CHURCH,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT -4 AM 10:53

RECEIVED  
99 OCT -4 PM 3:59  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

10/5/99

**ARTICLES OF INCORPORATION**

**OF**

**OLD PLANK ROAD BAPTIST CHURCH, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 OCT -4 AM 10: 53

THE UNDERSIGNED, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes), adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME AND LOCATION**

1.01. The name of this Corporation shall be OLD PLANK ROAD BAPTIST CHURCH, INC., and its principal place of business shall be at 8964 Old Plank Road, Jacksonville, Florida 32220.

**ARTICLE II**  
**PURPOSE**

2.01. General. The Corporation is organized and shall be operated exclusively for charitable, religious, scientific, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), or corresponding section of any future federal tax code.

2.02. Specific. The specific purpose of this Corporation is to share in the Ministry of the Gospel of the Lord Jesus Christ, and to acquire and administer funds and properties from the religious activities conducted by this Corporation.

2.03. This Corporation shall have the powers granted by Section 617.0302, Florida Statutes.

**ARTICLE III**  
**PROHIBITED ACTIVITIES**

3.01. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, and its regulations, as they now exist or as they may hereafter be amended, or the corresponding provisions of any future federal tax code, or (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code, or the corresponding provisions of any future federal tax code.

3.02. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, or officers, or any private individual, 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 II hereof.

3.03. No member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

3.04. 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 or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE IV**  
**MEMBERS**

4.01. The original members of the Corporation shall be the members of the Board of Directors, serving at the date of the execution of these Articles and as more specifically named in

Article IX hereafter. There may be established, according to the terms of the Bylaws of the Corporation such class or classes of membership, honorary, associate, or other, as deemed by the original members to be in the best interest of the corporation.

#### **ARTICLE V** **CAPITAL STOCK**

5.01. This Corporation shall be organized upon a nonstock basis and shall issue no stock.

#### **ARTICLE VI** **TERM OF EXISTENCE**

6.01. This Corporation shall have perpetual existence.

#### **ARTICLE VII** **INCORPORATOR**

7.01. The name and address of the person signing these Articles of Incorporation is Kenneth Paulk, 915 Mason Lane, Jacksonville, Florida 32220.

#### **ARTICLE VIII** **OFFICERS**

8.01. The business and affairs of this Corporation shall be managed by the officers hereinafter named. The officers in this Corporation shall be elected annually by a majority vote of the Board of Directors of the Corporation and shall hold office during the pleasure of the Board. Any two (2) or more offices may be held by the same person, except the office of President and Secretary. The initial officers are:

<u>Name</u>	<u>Office</u>
Larry McGinley	Chairman
Kenneth Paulk	Vice Chairman
Rebecca McGinley	Secretary
Brenda Paulk	Treasurer

#### **ARTICLE IX** **BOARD OF DIRECTORS**

9.01. The officers of the Corporation shall conduct the business and affairs of the Corporation under the oversight of a Board of Directors consisting of not less than three (3) individuals. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

<u>Name</u>	<u>Address</u>
Kenneth Paulk	915 Manson Lane Jacksonville, Florida 32220
Ronnie Brannan	1170 Pebble Ridge Drive Jacksonville, Florida 32220
Frank Murnahan	1219 Peabody Court Jacksonville, Florida 32221
Matthew Williams	8253 Sherry Ann Lane Jacksonville, Florida 32220

Robbie Coleman

11222 Old Plank Road  
Jacksonville, Florida 32220

Carl Wellis

9226 Bearden Road  
Jacksonville, Florida 32220

Garland Whaley

9386 Jones Road  
Jacksonville, Florida 32219

The manner in which the directors are to be elected or appointed is as stated in the Bylaws.

#### **ARTICLE X** **BYLAWS**

10.01. This Corporation shall adopt Bylaws governing the conduct of the affairs of the Corporation. The Bylaws may be amended as allowed by Chapter 617, Florida Statutes, at any time by an affirmative vote of a majority of the Board of Directors.

#### **ARTICLE XI** **AMENDMENT OF ARTICLES**

11.01. These articles may be amended at any time by an affirmative vote of a majority of the Board of Directors.

#### **ARTICLE XII** **INDEMNIFICATION**

12.01. Every director and officer of this Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred 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 a director or officer of the Corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director 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 directors approves 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 such director or officer may be entitled.

#### **ARTICLE XIII** **DISPOSITION OF ASSETS UPON DISSOLUTION**

13.01. No directors or officers of the corporation or other private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. In the event of dissolution or the winding up of its affairs, the net assets of the Corporation, after payment of all debts and liabilities, shall be distributed to one or more organizations which are themselves exempt organizations pursuant to Sections 501 (c)(3) and 170 (c)(2) of the Code, or corresponding section of any future federal tax code, or shall be distributed to federal, state, or local governments for a public purpose.

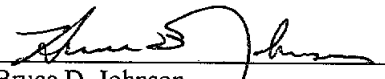
13.02. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XIV** **REGISTERED OFFICE AND REGISTERED AGENT**

14.01. The street address of the Registered Office of this Corporation is 50 North Laura Street, Suite 2925, Jacksonville, Florida 32202, and the name of the Registered Agent of this Corporation at that address is Bruce D. Johnson.

**ACCEPTANCE BY REGISTERED AGENT**

I hereby accept designation as the Registered Agent for this Corporation and agree to comply with the provisions of the Florida Statutes relative to keeping open said office, on this 29<sup>th</sup> day of September, 1999.


  
Bruce D. Johnson

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29<sup>th</sup> day of September, 1999.

  
Kenneth Paulk  
Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

This foregoing instrument was acknowledged before me this 29<sup>th</sup> day of September, 1999, by Kenneth Paulk, who [ ] is personally known to me or [X] who has produced a Florida driver's license as identification [check one].

  
Notary Public  
State of Florida at Large  
[.....]  
Print name below signature  
My Commission Expires: \_\_\_\_\_  
My Commission No.: \_\_\_\_\_

[Affix Notary Seal]



Bruce D. Johnson  
MY COMMISSION # CC726001 EXPIRES  
May 30, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT -4 AM 10:53