

N99000006891

City Gate Church, Inc.
424 Creary Street
Pensacola, Florida 32507
(850) 456-6263

99 NOV 19 PM 1:46

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 16, 1999

900003048548--4
-11/19/99-01054-002
*****78.75 *****78.75

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

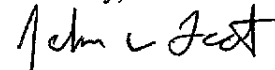
Re: Incorporation of City Gate Church, INC.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for City Gate Church. Please file Articles of Incorporation with the Department of State. We have enclosed a check in the amount of \$78.75 for filing fees.

If you have questions or need additional information feel free to contact me at the address listed below.

Sincerely,



Rev. John W. Foote
Incorporator

City Gate Church
424 Creary Street
Pensacola, FL 32507
(850) 456-6263

Enclosure

PK
11/23/99

ARTICLES OF INCORPORATION

FOR

CITY GATE CHURCH, INC.

FILED

99 NOV 19 PM 1:46

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be CITY GATE CHURCH, INC.

The corporation is a Religious Non-profit Corporation.

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal place of business of the corporation is Garden Center Auditorium, 1850 North 9th Avenue, Pensacola, Florida 32503 and the mailing address is 424 Creary Street, Pensacola, Florida 32507.

ARTICLE III - DURATION

The corporation shall have perpetual duration.

ARTICLE IV - PURPOSE

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, or the corresponding provision of any future United States Internal Revenue law thereto, and such purposes shall include the following:

- (1) Religious.
- (2) To conduct a local church 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. Pursuant thereto, the following activities and guidelines shall be established:
 - (a) A recognized Creed, Code of Doctrine, discipline and form of worship shall be established.
 - (b) An ecclesiastical form of government shall be established.
 - (c) Ordination of ministers upon completion of the prescribed course of study, designated by this church ministry.
 - (d) An organization of ministers shall be established to minister to the congregation of City Gate Church, Inc.

- (e) Establishment of a congregation membership based upon acceptance of a recognized creed and belief and support of the church.
- (f) Spread the Word of the Gospel through seminars, prophetic ministry, radio, television, establishment of church literature, and other forms of mass media for the purpose of education the individual in the Word of God.
- (g) Establishment of various religious services pursuant to the recognized Creed, form of worship, code of doctrine and discipline of the church and the establishment of Sunday Schools and religious Schools for Christians and educational instruction to the young and to the old.
- (h) Establishing a Bible Training School or School of Theology (not considered an accredited educational institution) for the preparation of ministers who minister to City Gate Church, Inc.
- (i) Minister the Word of God to the faithful, and all others.
- (j) Promote and encourage, through the ministry of the organization, cooperation with other organizations ministering within the community.
- (k) To acquire and hold such property, either real or personal, for church purposes, as may be necessary for its membership and the worship of God.

ARTICLE V - POWERS

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:

- (1) 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.
- (2) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.
- (3) To acquire, own, lease, mortgage and dispose of property, both real and personal.
- (4) To conduct and carry on religious services and instruction through the public media, including the publication and distribution of printed materials, electronic broadcasting, AM and FM radio, telecasting, microwave distribution, closed circuit transmission, and cable television.
- (5) To accept property and donations in trust for religious or charitable purposes.
- (6) 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.

(7) To make, enter into and perform contracts of every kind and description necessary, advisable or expedient in carrying out the purposes of the corporation, and to that end to receive, hold and administer the funds of the corporation for the said purposes.

(8) To have and maintain one or more offices within the State of Florida and conduct any of its affairs in the State of Florida or elsewhere within and without the United States.

(9) To have the authority, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things necessary, useful, suitable, desirable or proper for the furtherance and attainment of purposes of the corporation.

ARTICLE VI - LIMITATION OF POWERS

City Gate Church, Inc. is not organized for pecuniary gain or profit, nor shall it have any power to issue certificates of stock or declare dividends. The powers of this organization shall also be limited by the following:

(1) No Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, members, trustees, officers, directors or 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 Section 501(c)(3) purposes set forth in these Articles.

(2) No Political Activity: No substantial part of the activities of this 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 or in opposition to any candidate for public office.

(3) No Unpermitted Activities: Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code.

(4) Distribution of Assets Upon Dissolution: Upon the dissolution of this corporation, the last board of directors shall distribute the assets of the corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Assets not so distributed shall be disposed of by the Circuit Court of Escambia County, Florida, exclusively for such purposes or to such organizations, as that Court shall determine, which are organized and operated exclusively for such purposes. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code.)

ARTICLE VII - MEMBERS

This corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act. All trustees of this corporation now in good and regular standing, and such other members as the Board of Trustees shall from time to time admit to membership, shall be members of this corporation.

ARTICLE VIII - DIRECTORS/TRUSTEES/OFFICERS

The business and property of the corporation shall be managed by a Board of three or more Trustees (Directors). 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. Each trustee shall be a member in good standing of the corporation. 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 PENSACOLA, FLORIDA on the first Monday of February in each year at the hour of 7:00 P.M. of such day, or as soon thereafter in each year as is 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 PENSACOLA, FLORIDA.

(c) The Board of Trustees shall have and is hereby given power and authority to provide for the qualifications and requirements for membership which without doctrinal provisions or terminology shall primarily require a belief in the Christian religion and in the salvation of men by grace through faith in the shed blood of Jesus Christ as the only atonement made for sin, and in the Trinity of the Godhead and the church as one Spiritual Body made up of all true believers and shall provide the means and manner of admission for membership, which admission shall be free of charge therefore, and shall likewise provide means for suspension from its membership.

(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 CITY GATE CHURCH, 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 with the laws of the State of FLORIDA.

Unless otherwise provided in by-laws, the corporation shall have as officers a president, one or more vice-presidents, a secretary, and a treasurer which shall be chosen by the Board of Trustees and the officers shall serve at the pleasure of the Board of Trustees. A person may serve as one or more officers.

The following persons are designated to act as Trustees (Directors) for the first year of corporate existence or until their respective successors shall be duly qualified:

Name and Address	Office
John W. Foote 424 Creary Street Pensacola, Florida 32507	Trustee (Director)
Jon Schleifer 5280 Rowe Trail Pace, Florida 32571	Trustee (Director)
Mark Schelley 2196 West Kingsfield Rd Cantonment, Florida 32533	Trustee (Director)

ARTICLE IX - ELECTION OF DIRECTORS/TRUSTEES

The manner in which the directors or trustees of the corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the corporation.

ARTICLE X - INCORPORATORS

The name and address of each incorporator is:

John W. Foote
424 Creary Street
Pensacola, Florida 32507

ARTICLE XI - INITIAL REGISTERED OFFICE/AGENT

The street address of the initial registered office of this corporation is 424 Creary Street, Pensacola, Florida 32507, and the registered agent at this address is John W. Foote whose written acceptance as such follows these Articles.

ARTICLE XII - BYLAWS

The corporation shall be a sovereign body, and the regulation of the internal affairs of the corporation shall be governed by the provisions of the Bylaws of the corporation.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Trustees (Directors).

ARTICLE XIII - AMENDMENT

Amendments to these Articles of Incorporation may be made by the Board of Trustees (Directors) by resolution adopted by two-thirds vote of a quorum of Trustees (Directors).

This action was taken by unanimous written consent of all Board of Trustees of the corporation in accordance with the appropriate statutes of the State of FLORIDA requiring no notice and received the vote of a majority of the Board of Trustees in office, there being no members having voting rights in respect thereof.

The undersigned incorporator has executed these Articles of Incorporation this 16th day of November, 1999.



JOHN W. FOOTE
INCORPORATOR

FILED

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

99 NOV 19 PM 1:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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.

The name of the corporation is:


City Gate Church, Inc.

The name and address of the registered agent and office is:

John W. Foote
424 Creary Street
Pensacola, Florida 32507

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

DATE 11-16-99



JOHN W. FOOTE