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November 24, 1999

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of Cathedral of Faith Orlando, Inc.  
Our File No.: 56945-1

500003020695--2  
-10/21/99--01052--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir:

Enclosed are the original and one (1) copy of the Articles of Incorporation of the above-referenced corporation.

Please file the Articles of Incorporation, indicate the filing on the enclosed copy, and return the copy to the undersigned.

Also enclosed is the certificate of acceptance as registered agent for service of process within this State.

These Articles were previously returned prior to filing at my request. Your office already has the appropriate filing fees. Please call me if you have any questions.

Yours very truly,

R. Lee Bennett

W 24319

RLB/jr  
Encls.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RN 11/30/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 25, 1999

GEORGE HODGES  
HODGES FINANCIAL SERVICES  
250 S. CR 427, SUITE 116  
LONGWOOD, FL 32750-5466

SUBJECT: CATHEDRAL OF FAITH ORLANDO, INC.  
Ref. Number: W99000024319

We have received your document for CATHEDRAL OF FAITH ORLANDO, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

If you have any further questions concerning your document, please call (850) 487-6933.

Teresa Brown  
Corporate Specialist

Letter Number: 599A00051171

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CATHEDRAL OF FAITH ORLANDO, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

**Name**

The name of the corporation shall be:

CATHEDRAL OF FAITH ORLANDO, INC.

ARTICLE II

**Principal Place of Business and Mailing Address**

The initial principal place of business and the mailing address of this corporation shall be:

195 S. Westmonte, Suite D  
Altamonte Springs, Florida 32714

ARTICLE III

**Purposes**

The specific purposes for which the corporation is organized are:

1. exclusively for charitable, religious, and educational purposes, including, in conjunction with such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 510(c)(3) of the Internal Revenue Code ("Code"), or the corresponding section(s) of any future federal tax code;
2. to minister to all persons regardless of race, creed, or color wherever possible, specifically in the areas of gospel outreach; to provide assistance in as many areas as possible, and to administer to the social and welfare needs of the community;

3. disseminate the Gospel of Jesus Christ and the Word of God for the purpose of conforming fellow Children of God into the image of Jesus Christ. The preaching of the gospel will be performed by pastors, elders, ordained ministers, evangelists, teachers, prophets, and apostles during the regular assembling of believers; through public and private study groups, seminars, workshops as well as the printing, reproduction and publication of recordings, books, and other materials;

4. provide an educational opportunity to all children in a Christian atmosphere from kindergarten through high school, college, and graduate school;

5. provide a Bible School for the training of young people and adults in a post high school setting as a college. In addition, to provide a Bible School for the training, equipping, and preparing Christian people for the work of ministry within a church setting, to include, but not limited to, Bible courses, religious education in the church, music ministry and counseling, etc.;

6. provide biblical discipleship to believers in the domestic and foreign mission field;

7. by example and through counseling, influence families, conforming them into the healthy basic social unit portrayed in the Word of God;

8. baptize, pray for the sick, to marry, to dedicate children, to practice communion, and to conduct funerals;

9. establish homes for the homeless, homes and care for the elderly, to rebuild the desolate areas and the wasted places;

10. act with charitable concern for not only Christians, but also all people in need, regardless of race, social position, or religious affiliations;

11. establish and implement an organized program to provide assistance and placement to battered women in the surrounding area;

12. establish developmental day care programs in all areas without regard to the level of income of the community with special emphasis on the low income areas;

13. work with various ministries, both domestic and foreign;

14. establish churches when and where needed;

15. provide training and assistance to persons called to serve in the various offices of ministry, and preparing them for licensing, commissioning, ordination, and for service wherever called and for whatever task they are called to perform;

16. construct and operate a Christian Retirement Village for all Christians without regard to race, gender, language or denomination; and

17. provide any other training, assistance, services, that will provide for the nurture and care of all of God's children.

#### ARTICLE IV

##### **Member**

This corporation shall have a single member, to wit: Peter Gammons Ministries International, (f/k/a Reach Out Ministries), a charitable trust organized under the laws of Great Britain. The member shall not be issued a certificate of membership. The member shall have the right to amend these Articles, to adopt and amend the Bylaws, to appoint directors, and otherwise to vote on any matter, as provided for in the corporation's bylaws. The member shall not, as such, be liable for any act, debt, liability, or obligation of the corporation. The member may freely transfer its membership to any organization having the same or similar purposes and limitations as expressed in these articles.

#### ARTICLE V

##### **Governing Organization**

The corporation shall be subordinate to, and subject to the authority of, Peter Gammons Ministries International, (f/k/a Reach Out Ministries), a charitable trust organized under the laws of Great Britain.

#### ARTICLE VI

##### **Manner of Appointment of Directors**

The affairs of the corporation, both spiritual and secular, shall be conducted by the Board of Directors, which shall consist, initially, of three (3) persons. The number of Directors may be increased or decreased from time to time, but shall never be less than three (3). Directors shall be appointed by the members, unless otherwise provided in the By-Laws.

The Directors shall appoint such other Elders as may be necessary to properly minister to the membership and carry out the purposes for which the Church is organized. Elders so appointed shall have the duties of Elders as set forth in the New Testament. Subject to the provisions of Section 741.07, Florida Statutes, and to any rules or By-Laws which may be adopted by the Directors, they may be authorized to officiate marriages and funerals.

## ARTICLE VII

### **Powers; Limitation of Corporate Powers**

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, with the following limitations

1. The corporation shall only engage in activities that further its religious, benevolent, charitable, literary and education purposes. It shall engage only in such activities as are permitted to be carried on by corporations whose income is exempt from taxation pursuant to Section 501(c)(3), and whose contributions are deductible pursuant to Section 170(c)(2), of the Code or future revisions.
2. No substantial part of the activities of the corporation shall be for 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.
3. No part of the corporation's net earnings or assets may inure to the benefit of any director, officer, member, or private individual, except for reasonable compensation for services actually rendered.
4. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any later federal tax laws.
5. The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.
6. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any later federal tax laws.

7. The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code or corresponding provisions of any later federal tax laws.

8. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any later federal tax laws.

#### ARTICLE VIII

##### **Dissolution**

If it is necessary or desirable to dissolve the corporation, the provisions of Sections 617.1402, 1403, and 1406 of the Florida Statutes shall govern. The corporation may be dissolved by a unanimous vote of the Board of Directors meeting with a proper quorum. In the event of such dissolution, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation or to such organization(s) organized and operated exclusively for charitable, religious, educational, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue Code or law. The Board of Directors shall determine to whom distribution will be made, but in any case no distribution may be made to any organization not qualified under Section 501(c)(3) of the Code.

#### ARTICLE IX

##### **Initial Registered Agent and Street Address**

The name and the street address of the initial registered agent is:

Clifford E. Hooper  
195 S. Westmonte Dr., Suite D  
Altamonte Springs, Florida 32714

#### ARTICLE X

##### **Incorporators**

The name and the street address of the incorporator for these articles of incorporation is:

Clifford E. Hooper  
195 S. Westmonte Dr., Suite D  
Altamonte Springs, Florida 32714

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

Signature of Incorporator:

A handwritten signature in black ink, appearing to read 'Clifford E. Hooper', written over a horizontal line.

Clifford E. Hooper

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**CERTIFICATE OF REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 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.

1. The name of the corporation is:

CATHEDRAL OF FAITH ORLANDO, INC.

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

Clifford E. Hooper  
195 S. Westmonte Dr., Suite D  
Altamonte Springs, Florida 32714

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated 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.

  
Clifford E. Hooper

11/16/99  
(Date)