

N99000007077

TRANSMITTAL LETTER

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

EFFECTIVE DATE
1-1-2000

SUBJECT: Beth Etz HaZayt Messianic Fellowship, Inc.
(Proposed corporate name - must include suffix)

800003059778--7
-12/03/99--01010--010
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Michelle Freilich
Name (Printed or typed)

1511 Payne Street
Address

Tallahassee, Florida 32303
City, State & Zip

(850) 681-3899
Daytime Telephone number

RECEIVED

99 DEC -3 AM 9:57

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -3 AM 10:19

APPROVED
AND
FILED

NOTE: Please provide the original and one copy of the articles.

[Handwritten signature]
12-3-99
1

EFFECTIVE DATE
1-1-2000

**ARTICLES OF INCORPORATION
FOR
Beth Etz HaZayt Messianic Fellowship, Inc.
(Formerly Known As Ha Kol Beit Yisrael Messianic Fellowship)**

ARTICLE I - Name and Principal Office: This messianic fellowship shall be called Beth Etz HaZayt Messianic Fellowship, ^{Inc.} (formerly known as Ha Kol Beit Yisrael Messianic Fellowship) and is subject to the control of no ecclesiastical body. The principal office address has not been determined. The mailing address is: ~~P.O. Box~~ 1511 Payne ST Tallahassee, Florida 32303

ARTICLE II - Registered Agent (see attached Certificate of Designation): The registered agent is Michelle Ann Freilich at 1511 Payne Street, Tallahassee, Florida 32303.

ARTICLE III - STATEMENT OF FAITH:

Scriptures: We believe the Bible, composed of the 66 books of the Old and New Covenants (Tenach and B'rit Hadashah) are the inspired inerrant word of G-d. The Scriptures are our full and final authority in matters of faith and practice (Proverbs 30:5-6; Isaiah 40:7-8; Jeremiah 31:31; Matthew 5:18; II Timothy 3:16; II Peter 1:21).

G-d: We believe in one G-d as declared in the Shema (Deuteronomy 6:4), who is "Echad", a "Compound Unity", eternally existing in three persons: G-d the Father, G-d the Son, and G-d the Holy Spirit. Each possesses the quality and attributes of deity. Further, G-d is identified as the G-d of Abraham, Isaac, and Jacob, the Holy One of Israel (Isaiah 48:16-17; Genesis 1:1; Genesis 17:1-8; Exodus 3:6; Ephesians 4:4-6).

Father: We believe G-d is the Father over all creation, and thus its sovereign ruler. He is Father of Israel, whom He has chosen as His unique people. He is Father of Messiah Yeshua (Jesus) whom He sent into the world to redeem mankind and creation. He is the Father of all who trust in His gracious provision (Exodus 4:22; Matthew 3:17; John 1:12; 3:16; Galatians 3:26).

Son: We believe G-d the Son became flesh in the person of Yeshua of Nazareth, the promised Messiah of Israel, who was conceived by the Spirit of G-d, born of the Jewish virgin Miriam (Mary). He is both fully G-d and fully Man. Yeshua the Messiah died as a substitutionary sacrifice for man's sin, and all who believe in Him are declared righteous

on the basis of His shed blood. Our redemption by Messiah's substitution was foreshadowed in the Tenach with the slaying of the Passover lamb, the sin and trespass offering, and the sin offering on Yom Kippur, the Day of Atonement. Yeshua arose from the dead bodily and ascended into Heaven, is seated on the right hand of G-d the Father, and will return to establish His Kingdom (Isaiah 7:14; 9:6-7; Micah 5:2; John 1:1; 8:58; Leviticus 17:11; Psalm 22:16; Isaiah 52:13-53:12; Mark 10:45; Romans 3:24-26; 5:8-9; Psalm 16:10-11; Acts 1:9-11; I Corinthians 15:3-8).

Holy Spirit: We believe G-d the Ruach HaKodesh (Holy Spirit) is active today convicting the world of sin, righteousness and judgment. He regenerates, seals and sets the believer apart to a holy life. At the moment of salvation, each believer is baptized by the Spirit of G-d into the Body of Messiah and is permanently indwelt by the Spirit of G-d. Every believer is complete in the Messiah and possessor of every spiritual blessing. However, it is the privilege and responsibility of every believer to be constantly filled with (controlled by) the Ruach HaKodesh (Genesis 1:2; Psalm 139:7-8; Nehemiah 9:20; John 15:26; John 16:7-15; I Corinthians 2:10-11; II Corinthians 13:14; Ephesians 1:13-14).

Man: We believe that humanity is created in the image of G-d. Adam sinned and consequently experienced both physical and spiritual death, which is separation from G-d. The consequences of Adam's sin affect the entire human race. Human beings are born with a sinful nature as acquired from the fall of Adam, and all sin in thought, word, and deed (Genesis 1:26-27; 2:17; 3:6; Isaiah 53:6; 64:6; Jeremiah 17:9; Mark 7:20-23; John 2:24-25; Romans 5:12-15; Ephesians 2:1-3).

Body of Messiah: The universal body of Messiah is composed of all people, Jew and Gentile, who by faith in Him have been regenerated by the Holy Spirit. The Church began at Shavuot (Pentecost) and will be completed when the Messiah returns. This body is distinct from Israel although it shares the spiritual blessings of the covenants G-d made with Israel. The universal body does not fulfill nor replace G-d's plan for Israel (Matthew 16:18, Acts 2:14-38, I Corinthians 12:12-13, Ephesians 2:11-18, Colossians 3:14-15).

Salvation: We believe that anyone who, by faith, trusts in Messiah Yeshua as Savior and Redeemer is immediately forgiven of all sin and becomes a child of G-d. Salvation is not the result of any human effort or merit. Rather, salvation is entirely dependent upon accepting the undeserved favor of G-d by faith. Further, there is no way of salvation apart from faith in Messiah Yeshua for any person, Jewish or Gentile (Genesis 15:6; Habakkuk 2:4; John 1:12-13; 14:6; Acts 4:12; Romans 3:28; Ephesians 1:7; I Timothy 2:5; Titus 3:5).

Israel and Its Land: We believe that the Land of Israel (the boundaries as set forth in Genesis 15:18-21, Exodus 23:31, Numbers 34:1-15, and Ezekiel 47:13-20) was given by G-d to the descendants of Abraham, Isaac, and Jacob by an everlasting covenant. Not only will Jews return to the Land, but full restoration of Israel to its land with complete peace and security will be accomplished by the return of the Messiah and the setting up of His Messianic Kingdom.

ARTICLE IV - PURPOSE: The purpose of this fellowship is to glorify G-d through the study of the Hebraic roots of our faith, to make disciples, to encourage one another in Yeshua, to uplift the body, and to enjoy G-d together. These purposes shall be accomplished through the study of G-d's word, evangelism, discipleship, music, dance, and worship.

ARTICLE V - LEADERSHIP AND MANNER OF ELECTION OF BOARD OF ADVISORS:

1) **PURPOSE AND RESPONSIBILITIES:** The overseeing of the fellowship shall be the responsibilities of the Advisors. They shall shepherd the fellowship, oversee the general ministries, establish policies, and serve as an example to all members of the fellowship family. They shall be guided in their responsibilities by scripture. Generally, the Advisors' responsibility shall include:

(a) Overseers of the fellowship: In this role they shall govern through leadership in the areas of doctrine, finance, and establishment of plans and policies.

(b) Shepherds of the fellowship: In this role they shall minister through teaching, praying, discipleship, counseling, evangelizing, and personal care of the fellowship's family. They shall also minister in the area of fellowship discipline by protecting the fellowship and resolving spiritual and doctrinal disputes. (Acts 15:2-23, 20:28; Phil. 1:1; 1 Tim. 3:1-2; Titus 1:7; and 1 Peter 5:2).

(2) **SELECTION:** The initial five-member Advisors Board shall be created by selection by the Incorporators, Michelle A. Freilich and Tonya S. Chavis, and shall consist of the two founders and three selected Advisors. Subsequent or additional members of the Advisors Board shall occur only by unanimous vote of the Advisors Board .

(a) **Screening:** Advisor candidates will be screened in accordance with scripture. Self controlled and hospitable (I Tim. 3:2; Titus 1:8); Able to teach (I Tim. 3:2, 5:17; Titus 1:9); Not violent, but gentle (I Tim. 3:3; Titus 1:7); Not quarrelsome (Titus

1:8); Not a lover of money (I Tim 3:3); Not a new believer (I Tim. 3:6); Has a good reputation with outsiders (I Tim. 3:7); Not overbearing (Titus 1:7); Not quick-tempered (Titus 1:7); Loves what is good (Titus 1:8); Upright and holy (Titus 1:8); Disciplined (Titus 1:8); Above reproach (I Tim. 3:2; Titus 1:6); Temperate (I Tim. 3:2; Titus 1:7); Respectable (I Tim. 3:2); Not given to drunkenness (I Tim. 3:3; Titus 1:7); Manages his family well (I Tim. 3:4); Sees that his children obey him (I Tim. 3:4-5; Titus 1:6); Does not pursue dishonest gain (Titus 1:7); Keeps hold of the deep truths (Titus 1:9).

(b) Objection of Advisor: Any person who objects or has concern with a prospective elder can provide information and concerns to the Advisors Body; and is encouraged to resolve conflict or objections in accordance with scripture (Ecc. 7:9, Matt. 5:22-23; I Cor. 12:15, 13:5; II Cor. 9:1; Eph. 4:2).

(c) Removal of Advisor: Removal of an Advisor shall require a super-majority (2/3) vote of the Advisors Board.

ARTICLE VI - STAFF LEADERSHIP/LIMITATION OF CORPORATE POWERS: The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VII - FELLOWSHIP PROPERTY: In the event it becomes necessary to dissolve or terminate Beth Etz HaZayt Messianic Fellowship, Inc. of Tallahassee, the Advisor Board shall distribute all remaining assets, if any after all just expenses have been paid, to one or more organizations operated for one or more of the exempt purposes described in the current version of the United States Revenue Code whose goals promote the uplifting of the body.

ARTICLE VIII - MEETINGS:

(1) MEETINGS: The fiscal year of this fellowship shall end on the 31st day of December in each year and the Annual Business Meeting shall be held within thirty (30) days thereafter. The date of this meeting shall be determined by the Advisors Board and announced to the fellowship at two (2) services preceding the meeting.

At the Annual Business Meeting, the written minutes of the preceding business meeting shall be read and the Fellowship's financial report made; also such other business as may be necessary shall be transacted.

The Advisory Board shall call a Special Business Meeting any time. The purpose and date of all Special Business Meetings shall be announced to the fellowship at one (1) service in advance of said meeting.

All business meetings shall be presided over by the Advisory Board Chair, or his/her alternate as directed by the Advisory Body, who shall be elected at the first business meeting of the year. The business meeting shall be conducted in accordance with the latest edition of Robert's Rules of Order. A choice of secret ballot or not shall be decided upon all business meetings where elections or special items of business are to be transacted.

The Advisory Board shall meet at least once a quarter to transact the business of the fellowship. The manner of the election of the Directors are as stated in the bylaws.

(2) VOTING STATUS: Status as it pertains to the voting of the fellowship shall be established by:

- (a) Attendance at four (4) consecutive services prior to any vote, or
- (b) Attendance at one-half of the services held in the prior six (6) months.
- (c) Exceptions: Exceptions shall be considered on a case by case basis by the Advisors Board.

ARTICLE IX - AMENDMENTS: Amendments to this Constitution may be adopted after verifying changes by scripture and through unanimous vote of the Advisors Board and in accordance with Chapter 617 of the Florida Statutes.

ARTICLE X - INCORPORATORS: The names and the street addresses of the incorporators for these articles of incorporation are:

Michelle A. Freilich - 1511 Payne Street, Tallahassee, FL 32303

Tonya S. Chavis - 1511 Payne Street, Tallahassee, FL 32303

THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 3rd DAY OF December, 1999.

Michelle A. Freilich Michelle A. Freilich

Tonya S. Chavis Tonya S. Chavis

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

APPROVED
AND
FILED
99 DEC -3 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 and registered agent, in the State of Florida.

The name of the corporation is **Beth Etz HaZayt Messianic Fellowship, Inc.** of Tallahassee.

The name and address of the registered agent and office is Michelle A. Freilich, 1511 Payne Street, Tallahassee, FL 32308

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 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.

SIGNATURE Michelle Freilich **DATE** 12-3-99

The Effective Date shall be as of Jan. 01-01-2000.