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FLORIDA NON-PROFIT CORPORATION

DOMINION CHARITIES, INC.

Certificate of Status	0
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H99000031195**ARTICLES OF INCORPORATION****OF****DOMINION CHARITIES, INC.**
(a Florida not for profit corporation)

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation (the "Corporation") under the Florida Not For Profit Corporation Act.

Article I
Name

The name of the Corporation is Dominion Charities, Inc.

Article II
Principal Office
Mailing Address

The street address of the initial principal office of the Corporation is 6075 Pelican Bay Boulevard, PH-C, Naples, FL 34108. The initial mailing address of the Corporation is the same.

Article III
Purposes

A The Corporation is organized and shall at all times shall operate exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more of the following publicly supported organizations: the Nicene Covenant Church and(or) any one or more similar churches or ministries which qualify as publicly supported organizations. The Corporation's purposes shall at all times be limited to those purposes specified in Section 509(a)(3)(A) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions (the "Code"), and in the Treasury Regulations issued thereunder, or any successor Regulation or Regulations (the "Treasury Regulations" or "Treas. Regs."), and the Corporation's operations shall at all times be limited to carrying out those purposes.

B. In accordance with and to the extent permitted under Treas. Reg. Section 1.509(a)-4(d), the Corporation's Board of Directors may:

(1) substitute one publicly supported organization within a class designated in these Articles for another publicly supported organization either in the same or a different class designated in these Articles;

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(2) operate for the benefit of new or additional publicly supported organizations of the same or a different class designated in these Articles;

(3) vary the amount of the Corporation's support among different publicly supported organization within the class or classes designated in these Articles; or

(4) substitute any publicly supported organization which is designated by class or purpose in these Articles for a publicly supported organization which is designated by name in these Articles, if the substitution is necessitated by an event beyond the control of the Corporation, such as the loss of exemption, substantial failure or abandonment of operation or dissolution of the publicly supported organization designated by name in these Articles.

C As a means and incidental to accomplishing the purposes for which the Corporation is organized and shall at all times be operated, the Corporation shall have the following powers:

(1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, for any of its objects and purposes, any property, both real and personal, of ever nature or description and wherever situated;

(2) To sell exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal as the objects and purposes of the corporation may require, subject to such limitation as may be prescribed by law;

(3) To borrow money and, from time to time, to make accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated;

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift;

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities;

(6) To serve as trustee of any property, real or personal, or mixed, wherever situated, either within or without the State of Florida; and

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(7) To exercise such other power or powers as may be necessary or incidental to the foregoing powers or otherwise may be necessary or incidental to carrying out the purposes of the Corporation as set forth in these Articles, namely, those purposes specified in Code Section 509(a)(3)(A) and the Treasury Regulations issued thereunder.

D. No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code Section 501(c)(3). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any Political campaign on behalf of (or in opposition to) any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts distributed, and obligations of the Corporation, shall be used or subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which is or are exempt as organizations described in Code Sections 501(c)(3) and 170 (c)(2), or to the federal, state or local government for exclusively public purposes.

G. The Corporation shall distribute its income each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code Section 4942.

H. The Corporation shall not engage in any act of self-dealing as in defined in Code Section 4941(d).

I. The Corporation shall not retain any excess business holdings as defined in Code Section 4943(c).

J. The Corporation shall not make any investments in a manner as to subject it to tax under Code Section 4944.

K. The Corporation shall not make any taxable expenditures as defined in Code Section 4945(d).

Article IV **Members**

Members of the Corporation shall be natural persons, at least one (1) of whom shall be a citizen of the United States, of twenty-one (21) or more years of age, and of good character and reputation. Other qualifications of the Members and the manner of their admission shall be

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prescribed from time to time in the ByLaws of the Corporation. The Corporation may have two or more classes of Members, including regular voting Members, nonvoting Members, and honorary Members, as well as such other classes of Members as may be determined under the ByLaws.

Article V
Directors

The Corporation initially shall have seven (7) Directors.. The number of Directors may be increased or diminished from time to time as stated in the ByLaws of the Corporation, but there shall never be less than three (3) Directors. The majority of the Directors shall be elected by the governing body(ies), members of the governing body(ies), officers acting in their official capacities, or the membership(s) of the Nicene Covenant Church and(or) the one or more other publicly supported organization(s) on whose behalf the Corporation is then operating; provided, that, neither any Member of the Corporation nor any disqualified person with respect to the Corporation, within the meaning of Code Sections 509(a)(3)(C) and 4946, shall in any way participate in the election of any majority Director. The remaining, minority of the Directors shall be elected by the Members of the Corporation as provided in the ByLaws of the Corporation.

Article VI
Incorporator

The name and address of the incorporator are:

Ellsworth E. McIntyre
6075 Pelican Bay Boulevard, PH-C
Naples, FL 34108

Article VII
Initial Registered Agent and Registered Office

The name of the Corporation's initial registered agent and the street address of the Corporation's initial registered office are:

Jonathan H. Green & Associates, P.A.
Suite 700
799 Brickell Plaza
Miami, FL 33131

Article VIII
ByLaws

The ByLaws of the Corporation may be altered, amended or repealed from time to time, and new ByLaws may be adopted from time to time, only by a majority vote of the voting Members, unless all of the voting Members sign a written statement manifesting their intention that a greater than majority vote shall be required.

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IN WITNESS WHEREOF, I have duly executed these Articles of Incorporation this

8 day of NOVEMBER, 1999.
ELLSWORTH E. MCINTYRE
Incorporator**STATEMENT OF ACCEPTANCE**

The undersigned has been designated to serve as the initial registered agent of the Corporation, and to accept service of process upon the Corporation in Florida. The undersigned is familiar with the obligations of that position, and hereby accepts said designation and said obligations, and hereby agrees to act as the Corporation's registered agent, and hereby agrees to comply with the provisions of Florida law in doing so.

JONATHAN H. GREEN
& ASSOCIATES, P.A.By 
President**FILED**

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TALLAHASSEE, FLORIDA**H99000031195**