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\*\*ALSO ADMITTED IN ALABAMA

November 5, 1996

Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

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-11/09/96--01076--001  
\*\*\*\*122.50 \*\*\*\*122.50

RE: COVENANT PRESBYTERIAN CHURCH IN PANAMA CITY, INC.

Gentlemen:

Enclosed herewith please find the original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation.

Additionally, please find enclosed a check in the amount of one hundred twenty-two dollars and 50/100 (\$122.50), which covers the following costs for the corporation:

1. Filing Fee for Articles of Incorporation . . . . .	\$ 35.00
2. Certified Copy of Articles of Incorporation . . . . .	52.50
3. Filing Fee for Registered Agent . . . . .	35.00
Total . . . . .	<u>\$122.50</u>

Should you have any questions or need further clarification regarding the above, please feel free to call our office collect.

Sincerely,

BURKE & BLUE, P.A.

*Nevin J. Zimmerman*  
Nevin J. Zimmerman

NJZ:mam

Enclosure(s)

AUTHORIZATION BY PHONE TO

CORRECT *Copy to Nevin J. Zimmerman*

DATE *11/14/96*

DOC EXAM *D. Brown*

GAVE

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
COVENANT PRESBYTERIAN CHURCH IN PANAMA CITY, INC.

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We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

Article I - Name

The name of this corporation is Covenant Presbyterian Church in Panama City, Inc. 2350 FRANKFORD AVENUE - PANAMA CITY, FLORIDA 32405.

Article II - Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles by the Department of State.

Article III - Purpose

This corporation is organized for the purpose of promoting religion and operating as a church that subscribes to the Westminster Confession of Faith, Westminster Larger Catechism, and Westminster Shorter Catechism as adopted in 1973 by the Presbyterian Church in America. All purposes of this corporation shall be limited exclusively to those purposes as conveyed within the meaning of and comply with Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

#### Article IV - Income Distribution

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members of the Board of Directors, officers, or other 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 the objects and purposes set forth in Article II hereof. 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 publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to Gulf Coast Presbytery, Inc. if such corporation qualifies as a

nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational, and scientific purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. If Gulf Coast Presbytery, Inc. does not qualify as provided above, then the Corporation's assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable, educational, and scientific purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

If this Corporation holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of the appropriate court of the country in which this Corporation's principal office is located, on petition by the Attorney General or by any person concerned in liquidation.

In the event that this Corporation shall become a "private foundation" within the meaning of Section 509, then the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942, and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d), from retaining any excess business holdings as defined in Section

4943(c), from making any investments in such manner as to subject this Corporation to tax under Section 4944, and from making any taxable expenditures as defined in Section 4945(d), and in all sections of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

#### Article V - Powers

The corporation shall have all powers prescribed by law and all powers necessary and incidental to the fulfillment of its purpose.

#### Article VI - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 221 McKenzie Avenue, Panama City, Florida 32402  
(address of registered agent)

and the name of the initial registered agent of this corporation at that address is Nevin J. Zimmerman  
(Name)

#### Article VII - Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three (3). The qualifications for members, the number of members, and the manner of admitting members shall be determined by the Board of Directors pursuant to the By-Laws. The names and street addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

**President:**

Name: Rod J. Webb  
Address: 3728 West 25th Street  
Panama City, FL 32405

**Treasurer:**

Name: Warren Kline  
Address: 1822 Airport Circle  
Panama City, FL 32405

**Secretary:**

Name: Nevin J. Zimmerman  
Address: 221 McKenzie Avenue  
Panama City, FL 32402

Article VIII - Incorporators

The name and address of the person signing these Articles is as follows:

Name: Nevin J. Zimmerman  
Address: 221 McKenzie Avenue  
Panama City, FL 32402

Article IX - By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws.

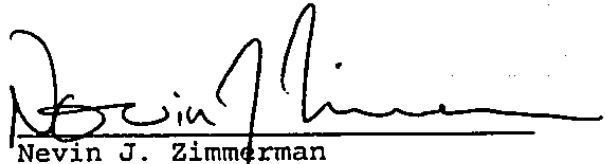
Article X - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XI - Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

IN WITNESS WHEREOF, the subscribers has hereunto executed these Articles of Incorporation this 5th day of November 1996.

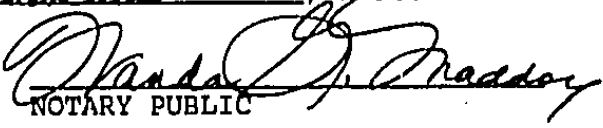
  
Nevin J. Zimmerman

Secretary

STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before, me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Nevin J. Zimmerman, to me known to be the person described in and who executed the foregoing Articles of Incorporation for the uses and purposes therein mentioned.

WITNESS MY HAND AND OFFICIAL seal in the County and State last aforesaid this 5th day of November, 1996.

  
NOTARY PUBLIC

Commission Expires:



WANDA D. PANDOX  
MY COMMISSION # 06122104 EXPIRES  
December 31, 1998  
LOVELL BROS. TRUST FUND SERVICE, INC.


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First That Covenant Presbyterian Church In Panama City, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Panama City, County of Bay, State of Florida, has named Nevin J. Zimmerman, located at 221 McKenzie Avenue, City of Panama City, County of Bay, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Nevin J. Zimmerman  
Registered Agent

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