**ARTICLES OF INCORPORATION**

**OF**

**Living Truth Deaf Church, Inc.**

The undersigned, acting as the incorporator of a corporation pursuant to the

\_\_Non-Stock\_\_\_ Not-For-Profit Corporation Act, adopts the following Articles of

Incorporation for such corporation:

**ARTICLE 1**

The name of the corporation is Living Truth Deaf Church, Inc.

**ARTICLE 2**

The corporation is a not-for-profit religious corporation.

**ARTICLE 3**

The period of duration of the corporation is perpetual.

**ARTICLE 4**

The corporation is organized as a church exclusively for religious, charitable, and

educational 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 Revenue Law), including, but not limited to, for such purposes, establishing and maintaining Christian worship; evangelizing the lost by the proclaiming of the Gospel of the Lord Jesus Christ; training believers of all ages in a manner consistent with the requirements of Holy Scripture; providing elementary, and secondary Christian education; maintaining missionary activities in the United States and any foreign country; and engaging in any other activity not prohibited to corporations under the \_Non-Stock\_ Not-For-Profit Corporation Act that is in furtherance of Section 501(c)(3) purposes.

**ARTICLE 5**

The street address of the registered office of the corporation is:1842 Otts Chapel Rd, Newark, DE 19702. The name of the registered agent located at such address

is: Lighthouse Baptist Church

**ARTICLE 6**

The corporation shall have members. The qualifications, rights, privileges, duties, and

classifications of members of the corporation shall be stated in the bylaws of the

corporation.

**ARTICLE 7**

The qualifications, duties, election, and number, which shall not be less than three (3), of directors shall be stated in the bylaws of the corporation. The names and addresses of the initial members of the board of directors are:

NAME ADDRESS

\_\_Richard Baugh\_\_\_1171 Bohemia Mill Rd, Middletown DE 19709\_\_

\_\_Robert Kogut\_\_ \_637 Rigel Way, Bear, DE 19701\_\_

\_\_Eldon Lingg\_\_ \_\_\_417 Cleveland Ave, Talleyville, DE 19803\_\_\_\_\_

The name and address of the incorporator is as follows: Living Truth Deaf Church, Inc 1842 Otts Chapel Rd, Newark, DE 19702

**ARTICLE 9**

No part of the net earrings of the corporation shall inure to the benefit of or be

distributable to its members, 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 tax

exempt purposes of the corporation set forth in Article 4.

**ARTICLE 10**

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)

any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE 11**

Upon the dissolution of the corporation, after paying or making provision for payment of

all its liabilities, the corporation shall dispose of all of its remaining assets exclusively for

the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Assets may be distributed only to tax-exempt organizations that agree with the church’s Statement of Faith as set forth in the bylaws of the corporation.

**ARTICLE 12**

Notwithstanding any other provision of these Articles, the corporation shall not carry on

any other activities not permitted to be carried on by an organization exempt from

Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by an

organization, contributions to which are deductible under Section 170(c)(2) of the

Internal Revenue Code of 1986 (or the corresponding provision of any future United

States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned, bring the incorporator of this corporation,

has executed these Articles of Incorporation this \_11\_ day of \_\_July\_\_, 2017.

\_\_\_State of Delaware\_\_\_\_\_\_

[Name], *Incorporator*

**MINUTES OF INITIAL MEETING**

**OF THE BOARD OF DIRECTORS**

of\_\_Living Truth Deaf Church, Inc.\_\_\_

A \_\_Non-Stock\_\_\_ Nonprofit Corporation

On \_July 11, 2017\_\_ the Board of Directors of the

\_\_LTDC, Inc\_\_(insert name of organization) (the “Board”) met for its initial meeting. The

following directors were present at the meeting:

\_\_Richard Baugh\_

\_\_Robert Kogut\_\_

\_\_Eldon Lingg\_\_\_

Also present was \_\_Candy Kogut & Carmella Patrone\_\_\_\_.

\_\_\_Eldon Lingg\_\_\_\_\_ acted as Chairman of the meeting and

\_\_\_Candy Kogut\_\_\_\_ acted as Secretary.

**ACTIONS BY INCORPORATOR**

WHEREAS, the incorporator has filed the original Articles of Incorporation of the

corporation (the “Articles”) at the office of the \_\_\_\_\_\_ Secretary of

State on \_July 11, 2017\_\_, and, as a result, the corporation is

incorporated on that date; and

WHEREAS, in the Articles of Incorporation (the “Articles”), the incorporator

appointed the initial directors;

NOW THEREFORE, BE IT:

**ADOPTION OF ARTICLES**

RESOLVED, that the Articles as signed by the incorporator and as filed with the

Secretary of State of the State of \_\_\_\_Delaware\_\_ and bearing the file stamp and

certification of the Secretary of State of the State of \_\_ Delaware\_\_\_ be, and they

hereby are, ratified and approved as the Articles of this corporation and that they be

inserted in the Minute Book of this corporation;

**EMPLOYER IDENTIFICATION NUMBER**

RESOLVED FURTHER, that the federal employer identification number assigned to the

corporation as evidenced by the IRS confirmation letter be inserted in the Minute Book of this corporation;

**ADOPTION OF BYLAWS**

RESOLVED FURTHER, that the Bylaws of this corporation presented to the directors by the incorporator are hereby ratified and approved as the Bylaws of this corporation and that such Bylaws be inserted in the Minute Book of this corporation;

**ELECTION OF OFFICERS**

RESOLVED FURTHER, that the following officers be, and each of them hereby is,

elected as officers of this corporation to serve until their respective successors are duly

elected and qualified:

**Title Name**

Church Leader/Adminstrator (Eldon Lingg)

Deacon (Robert Kogut)

Treasurer (Carmella Patrone)

Secretary (Candace Kogut/Carmella Patrone)

**DATE, TIME AND LOCATION FOR**

**REGULAR MEETINGS OF THE BOARD**

RESOLVED FURTHER, that the Board shall meet at least annually at such time and

place as shall be determined by the bylaws of the corporation;

**MINUTE BOOK**

RESOLVED FURTHER, that this corporation shall maintain as part of its corporate

records a Minute Book which shall include, but which shall not be limited to, a record of

its Articles and amendments thereto, its Bylaws and amendments thereto, minutes of all

meetings of its directors, with the time and place of holding, whether regular or special,

and if special how authorized, the notice thereof given and the proceedings thereto,

minutes of all meetings of its members, with the time and place of holding, whether

regular or special, and if special how authorized, the notice thereof given and the

proceedings thereto;

**BANK ACCOUNT**

RESOLVED FURTHER, that the Church Leader/Deacon and Treasurer of this corporation, acting jointly on behalf of this corporation, are authorized to open, maintain and close accounts at any bank, trust company or similar financial institution as may be necessary or appropriate for the conduct of this corporation’s business, that all resolutions required by such banks, trust companies or other financial institutions with respect to such accounts are hereby adopted, and that the Treasurer or Secretary of this corporation is authorized to certify to any bank, trust company or similar financial institution the adoption of the resolution in the form used by that bank, trust company or similar financial institution;

RESOLVED FURTHER, that the Church Leader/Deacon and Treasurer of this corporation be, and

each of them hereby is, authorized to deposit, or cause to be deposited, funds of this

corporation in any authorized account of this corporation, and, in accordance with these

resolutions, to withdraw from, or charge to, or cause to be withdrawn from or charged to

said account at any time and from time to time funds of this corporation against checks,

notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money;

RESOLVED FURTHER, that the signatures of two of the following individuals,

\_\_Richard Baugh\_\_\_

\_\_Charlie Johnston\_

\_\_Louise Baugh\_

shall be required to authorize the withdrawal of funds of this corporation from any

authorized account of this corporation at any time and from time to time against checks,

notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money, when made, drawn, accepted or endorsed on behalf of this corporation;

RESOLVED FURTHER, that the foregoing bank resolutions are standing resolutions and will remain in full force and effect until duly modified or rescinded, and that the

Secretary or any Assistant Secretary of this corporation be, and each of them hereby is,

authorized and directed to deliver a certified copy of these resolutions to each bank, trust company or similar financial institution at which an account from which funds can be withdrawn is or will be maintained;

**ACCOUNTING YEAR**

RESOLVED FURTHER, that this corporation hereby adopt an accounting year ending

\_\_\_December\_\_ each year;

**ORGANIZATIONAL EXPENSE**

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them

hereby is, authorized and directed to pay the expenses of incorporation and organization of this corporation and/or reimburse the incorporator therefor;

**INCORPORATOR**

RESOLVED FURTHER, that all actions taken or authorized by the incorporator of this

corporation in respect of the organization of this corporation in what was deemed to be in the best interests of this corporation be, and they hereby are, confirmed and ratified;

RESOLVED FURTHER, that this corporation shall indemnify and hold the incorporator

harmless from and against any and all loss, cost, damage, expense (including without

limitation attorneys’ fees and expenses) or liability caused by, resulting from or arising

out of any action taken or authorized by the incorporator of this corporation in respect of

the organization of this corporation;

**STATEMENT BY DOMESTIC NONPROFIT CORPORATION**

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them

hereby is, authorized and directed to prepare any required information statement in

compliance with the Nonprofit Corporation Law and submit it to

the \_\_\_Delaware\_\_\_\_ Secretary of State for filing;

RESOLVED FURTHER, that the Secretary of this corporation is directed to insert a copy of that statement in the Minute Book following filing of such information statement;

**PRINCIPAL OFFICE LOCATION**

RESOLVED FURTHER, that the principal office for the transaction of the business of

this corporation shall be located at: 1842 Otts Chapel Rd, Newark, DE 19702 unless

and until changed by resolution of the membership of the corporation;

**EXEMPTIONS FROM FEDERAL AND STATE TAXES**

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them

hereby is, authorized to consult with legal counsel to ascertain the availability of

exemptions from taxation under the federal and state tax laws and, if such exemptions are available, such officers be, and each of them hereby is, authorized and directed to execute and file all necessary applications for exemption from those taxes with the appropriate state and federal tax authorities, and to pay any necessary filing fees;

**IMPLEMENTATION**

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them

hereby is, authorized and directed to execute all documents and to take all such action as they may deem necessary or advisable in order to effectuate the purposes of the foregoing resolutions.

There being no further business, upon motion duly made and seconded, the meeting was adjourned.

Date Secretary of the Meeting

**WAIVER OF NOTICE AND CONSENT TO HOLDING**

**OF MEETING OF BOARD OF DIRECTORS**

We, the undersigned, being all of the directors of \_\_Living Truth Deaf Church, Inc\_\_\_,

and desiring to hold the first meeting of the Board of Directors of the corporation, do hereby waive notice of the meeting, consent to the holding thereof, and do further agree that any business transacted at said meeting shall be as valid and legal and of the same force and effect as if the meeting were held after duly given notice.

Date: 7-11-2017 (Richard Baugh), Director

Date: 7-11-2017 (Robert Kogut), Director

Date: 7-11-2017 (Eldon Lingg), Director