

For Office Use Only

**-FILED-**

File No.: 6546576

Date Filed: 12/23/2024

**THE GATHERING CHURCH OF PARADISE, CALIFORNIA**

**Articles of Incorporation**

I, the undersigned natural person over the age of eighteen (18), acting as an organizer, adopt the following Articles of Incorporation of The Gathering Church of Paradise, California, Inc., pursuant to the provisions of the California Nonprofit Religious Corporation Law, Cal. Corps. Code §§ 9110-9660, as amended, and the applicable provisions of the California Nonprofit Corporation Law, Cal. Corps. Code §§ 5000 *et seq.*, as amended (the "Code").

**ARTICLE 1  
NAME**

The name of the nonprofit religious corporation is The Gathering Church of Paradise, California, Inc. (also, the "Church").

**ARTICLE 2  
NONPROFIT RELIGIOUS CORPORATION**

The Church is a nonprofit religious corporation organized under the Code and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Church shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

**ARTICLE 3  
AUTONOMY**

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate, from time to time, with any churches (Christian churches and ministries), ministries, and organizations of like precious faith.

#### ARTICLE 4 DURATION

The period of the Church's duration is perpetual, notwithstanding subsequent action by the Board of Elders (*i.e.*, the board of directors).

#### ARTICLE 5 PURPOSES

This Church is a religious corporation and is not organized for the private gain of any person. It is organized under the Code (specifically, the California Nonprofit Religious Corporation Law) exclusively for religious purposes.

Further:

The Church is formed for any lawful purpose or purposes not expressly prohibited under the Code. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

- (a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.
- (b) To help people find and follow Jesus daily in the community.
- (c) To ordain, employ, and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere.
- (d) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of California and elsewhere.

(e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986.

(f) This Church is also organized to: promote, encourage, and foster any other similar religious, charitable, and educational activities; accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986.

## ARTICLE 6 POWERS AND RESTRICTIONS

Except as otherwise provided in this Articles of Incorporation and the Bylaws, and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

(a) The Church shall not pay dividends, and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in this Articles of Incorporation. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Articles of Incorporation, the Church shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

(b) In the event this Church is in any one (1) year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986; or (iv) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Church's nonprofit, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

**ARTICLE 7  
DISSOLUTION**

Upon the dissolution of the Church, the Church shall, after paying or making provision for payment of all the liabilities of the Church, distribute all of the assets of the Church to any organization designated by the Board of Elders (*i.e.*, the board of directors) of the Church which is of similar mission, of like faith and order, and is exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986.

**ARTICLE 8  
MEMBERSHIP**

The Church shall have no corporate members. The Church and the management of its affairs shall be vested in the Board of Elders (*i.e.*, the board of directors). The Church may offer non-corporate "spiritual membership," granting the right of affiliation with the Church ("Church Members") without conveying any corporate rights or responsibilities. The Board of Elders (*i.e.*, the board of directors) may adopt and amend application procedures for such non-corporate membership in the Church. Church Members are not entitled to vote in person, by proxy, or otherwise on corporate matters unless expressly authorized in the Bylaws.

**ARTICLE 9  
INITIAL REGISTERED OFFICE AND AGENT  
INITIAL PRINCIPAL OFFICE STREET AND MAILING ADDRESS**

The initial agent for service of process is 160 Eagle Nest Drive, Chico, CA 95928-8895. The name of the registered agent at this office is Joshua Gallagher.

The initial principal office street address of the Church is 160 Eagle Nest Drive, Chico, CA 95928-8895. The initial mailing address of the Church is 160 Eagle Nest Drive, Chico, CA 95928-8895.

**ARTICLE 10  
BOARD OF ELDERS**

Plenary power to manage and govern the affairs of the Church is vested in the Board of Directors (here, the "Board of Elders") of the Church. The term "Board of Elders" shall mean the "board of directors" of this Church as the term is defined and used in the Code. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Elders of the Church shall be provided in the Bylaws. The Board of Elders may vest management responsibility for selected matters in committees, officers, offices, and employees of the Church, as deemed appropriate from time to time.

The initial Board of Elders shall consist of three (3) persons. The number of Elders (directors) may be increased or decreased pursuant to the Bylaws. The number of Elders (directors) may not be decreased to less than three (3) persons. Elders (directors) need not be residents of California.

*[remainder of page intentionally left blank; articles of incorporation follow on the next page]*

**ARTICLE 11  
LIMITATION ON LIABILITY OF ELDERS (DIRECTORS)**

To the fullest extent permitted under the Code and any other applicable California statutes, an Elder (director) is not liable to the Church or Church Members for monetary damages for an act or omission in the Elder's (director's) capacity as an Elder (director) except to the extent otherwise provided by a statute of the State of California. Any and all indemnification and/or elimination of Elder (director) liability by the Church shall comply with the Code and any other applicable California statutes.

**ARTICLE 12  
INDEMNIFICATION**

Except as may be defined and limited by the Code and Bylaws (amended, restated, or otherwise), the Church may, but is not required to, indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an Elder (director) or other person related to the Church. The Church may provide a trust fund, insurance, or other arrangement to effectuate this Article 12.

**ARTICLE 13  
CONSTRUCTION**

All references in this Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**ARTICLE 14  
AMENDMENT**

This Articles of Incorporation may be amended upon the unanimous written consent of the Board of Elders (*i.e.*, the board of directors) or by a vote of two-thirds (2/3) of the members of the Board of Elders (*i.e.*, the board of directors), as provided in the Bylaws, unless otherwise prescribed pursuant to applicable mandatory provisions of the Code.

**ARTICLE 15  
INCORPORATOR**

The name and address of the incorporator is:

Mark Francis Juba  
Gaines, Goodspeed & Juba, P.C.  
2201 Spinks Road  
Suite 208  
Flower Mound, TX 75022-4451

**CERTIFICATE OF INCORPORATOR**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. I declare under penalty of perjury under the laws of the State of California that the foregoing Articles of Incorporation is true and correct. Accordingly, I execute this Articles of Incorporation on this 26th day of November 2024.



Date: November 26, 2024

\_\_\_\_\_  
Mark Francis Juba, Incorporator