

**ARTICLES OF INCORPORATION**  
**OF**  
**JACOB'S WELL, INCORPORATED**

The undersigned, citizens of the United States of America and of full age, acting as incorporators of a corporation under the laws of Delaware, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation shall be **JACOB'S WELL, INCORPORATED**.

**ARTICLE II**

The Registered Agent in this matter is Jacob's Well, Incorporated c/o Lela Cooper, 204 W. Moyer Drive, Bear, DE 19701-4118.

**ARTICLE III**

The incorporators are members of the corporation and are authorized by the membership to form this corporation. The names and addresses of the incorporators are: Antoine Allen (9 Courtyard Lane, Apt. 7, Wilmington, DE 19802-1470), Richard Carter (6 Canoe Court, Newark, DE 19702-2302), Carolyn Harrington (1426 Clearwater Way, Twin Falls, ID 83301-8317), Jennifer Morris (31 Russell Road, New Castle, DE 19720-2032), Wayne Rasin (205 N. Broom Street, Wilmington, DE 19805-3514), and Erica Roy-Smith (13 Cheswold Boulevard, Apt. 2B, Newark, DE 19713-4124).

**ARTICLE IV**

The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

**ARTICLE V**

The corporation shall be a non-profit, non-stock corporation and shall not have any capital stock and shall not be authorized to issue any stock.

**ARTICLE VI**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Laws of Delaware. This corporation shall be a Non-Profit Corporation. The plan of the organization shall be as follows:

A. To establish and maintain a church for the purpose of carrying on religious, educational, and charitable activities.

B. To acquire, take title to, manage, and own and hold such real and personal property as may be necessary and proper to provide an adequate place for carrying on such religious, educational, and charitable activities.

C. To sell, convey and dispose of any such property and to invest or reinvest the principal thereof.

D. To receive and administer funds for such religious, educational, or charitable purposes, all for the public welfare and no other purpose.

E. To make distributions to organizations which qualify under Section 501 (c) (3) of the Internal Revenue Code.

F. To receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities or other corporations, foreign or domestic, but only in furtherance of the purposes of the corporation.

G. To exercise any and all power allowable to a non-profit corporation under the Laws of Delaware and the United States, but only in furtherance of the religious, educational and charitable purposes.

H. To operate the corporation in furtherance of its purposes according to rules and regulations of comprehensive By-Laws adopted by the members.

## **ARTICLE VII**

In furtherance of its religious, educational, and charitable purposes, the corporation may establish and operate the following:

A. Facilities for meetings of the membership for worship, prayer, evangelism, fellowship and instruction in accordance with the Articles of Faith of the corporation.

B. Such other ministries and activities as will further all religious and charitable purposes, especially the promulgation of the gospel of Jesus Christ by all means possible, both on and off the premises of the corporation.

C. Schools for religious training and general education including, but not limited to preschool, kindergarten, elementary and secondary school, Bible school, college, university or any other such school as may be deemed necessary.

D. A Christian publishing ministry, including public outlets for selling and/or distribution of publications or other media.

E. Orphanages, homes for the homeless, shelters, soup kitchens, low-income housing, senior citizens' homes, nursing homes, medical facilities, hospitals, cemeteries and/or any other such facilities as the corporation may deem necessary or desirable to further its purposes.

#### **ARTICLE VIII**

No part of the funds or property of the corporation shall inure to the benefit of or be distributed to any member, trustee, officer or other private person, except in furtherance of the religious, educational, or charitable purposes of the corporation. The corporation shall be authorized to pay reasonable compensation for services rendered to it subject to the regulations found in the By-Laws adopted by the members.

#### **ARTICLE IX**

No substantial part of the activities of the corporation shall be for propagandizing or otherwise attempting to influence legislation. The corporation shall not participate in any political campaign on behalf of any candidate for public office, nor shall it accept or receive any funds or property conditioned or limited in such manner as to jeopardize the tax-exempt status of the corporation. Notwithstanding any other provision to the contrary, the corporation shall not carry on any activity not permitted to be carried on by corporations exempt from federal taxation under Section 501 (c) (3) of the Internal Revenue Code.

#### **ARTICLE X**

The officers of the corporation shall be the Senior Pastoral Team members, the Trustee Board members, the Advisory Board members, a Secretary/Treasurer who may be one or two persons, and any other officers permitted by the By-Laws. The terms, powers, selection, and length of office shall be set forth in the By-Laws.

#### **ARTICLE XI**

There shall be a Trustee Board with no fewer than three (3) trustees, one of whom shall always be the designated member of the Senior Pastoral Team. The designated member of the Senior Pastoral Team shall always be the Chairperson. The terms, powers, selection, and length of office shall be set forth in the By-Laws.

#### **ARTICLE XII**

There shall be an Advisory Board with no fewer than three (3) and not more than seven (7) members, one of whom shall always be the designated member of the Senior Pastoral Team. The designated member of the Senior Pastoral Team shall always be the Chairperson. The Advisory Board shall meet at least quarterly to establish policy and review fiscal affairs of the corporation. The terms, powers, selection, and length of office shall be set forth in the By-Laws.

### **ARTICLE XIII**

To the fullest extent permitted by law, no officer of this corporation shall be personally liable to the corporation for monetary damages for breach of any duty owed to the corporation, except that an officer may be held personally liable for ( i ) breaches of the duty of loyalty, ( ii ) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or ( iii ) a transaction from which the officer derives an improper personal benefit.

Any officer who is involved in litigation or other proceeding by reason of his or her position as an officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

The corporation may pay the legal expenses of any officer as a result of actions committed in the course of doing church business, so long as there is no finding of criminal activity.

### **ARTICLE XIV**

The Senior Pastoral Team in concert with the Advisory Board shall create the By-Laws of the corporation which must be ratified by the members of the corporation. Subsequent changes may be made either 1) by the Senior Pastoral Team in concert with the Advisory Board and ratified by the membership or 2) by the membership of the church according to the procedures set forth in the By-Laws.

### **ARTICLE XV**

Any person, regardless of gender, race, color, or national origin, may become a member of the corporation by meeting the requirements set forth in the By-Laws adopted by the members of the corporation and may also be disqualified for membership according to the By-Laws of the corporation.

### **ARTICLE XVI**

Upon dissolution of the corporation by a two-thirds vote of members present at a duly called business meeting, the Trustees, after having made provision for the payment of all liabilities, shall dispose of all the corporate assets in such a manner as will continue to further the religious, educational, and charitable purposes of the corporation in accordance with Section 501 (c) (3) of the Internal Revenue Code, state laws and other applicable regulations.

We, The Undersigned, being the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of the Delaware Code, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hand this 5<sup>th</sup> day of March, A. D. 2023.

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Antoine Allen, Incorporator

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Richard Carter, Incorporator

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Carolyn Harrington, Incorporator

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Jennifer Morris, Incorporator

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Wayne Rasin, Incorporator

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Erica Roy-Smith, Incorporator