



**State of Rhode Island
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Hesed Covenant Ministries

ARTICLE II

The period of its duration is Perpetual

ARTICLE III

The specific purpose or purposes for which the corporation is organized are:

HESED COVENANT MINISTRIES (HCM) PURPOSES TO SHARE AND DEMONSTRATE
THE
LOVINGKINDNESS OF GOD TO ALL THE NATIONS OF THE WORLD.
HCM WILL SHARE THE GOOD NEWS OF JESUS CHRIST WHO WAS BORN IN THE
FLESH,
DIED ON THE CROSS AND RESURRECTED FOR THE REMISSION OF OUR SINS
THROUGH
FELLOWSHIP AND TEACHINGS.
HCM WILL MAKE DISCIPLES OF ALL NATIONS, AS IT IS WRITTEN IN THE WORD OF
GOD, BOOK OF MATTHEW, CHAPTER 28, VERSES 19 TO 20.
HCM WILL GATHER RESOURCES AND BUILD INFRASTRUCTURES TO FEED THE
POOR AND
CLOTHE THE WIDOWS AND ORPHANS.
HCM WILL PROVIDE COUNSELING, PLEAD THE CAUSE OF THE POOR AND NEEDY,
PROVIDE
PROFESSIONAL SERVICES TO SUPPORT THE PROSPERITY OF THE SOUL AS WELL AS
THE
HOUSEHOLD, INCLUDING CREATION OF WEALTH AS PER THE WORD OF GOD,
DEUTERONOMY, CHAPTER 8, VERSE 18, AND PROVERBS CHAPTER 31, VERSES 8, 9,
AND
20; 13 TO 31.
HCM'S TEACHINGS WILL BE BASED ON THE CORE BIBLICAL PRECEPTS OF HESED,
COVENANT, MERCY, AND FAITHFULNESS.

ARTICLE IV

Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

A. GENERAL MINISTRY AND OPERATIONAL POWERS

THE BUSINESS AND AFFAIRS OF THE MINISTRY KNOWN AS HESED COVENANT MINISTRIES

(HEREINAFTER REFERRED TO BY NAME OR JUST MINISTRY OR CHURCH) SHALL BE

OPERATED, CONDUCTED AND MANAGED, AND ALL MINISTRY AUTHORITY AND POWERS

SHALL BE EXERCISED, BY OR UNDER THE DIRECTION OF THE FOUNDER AND SENIOR

MINISTER FLORENCE MONTEGU (HEREINAFTER REFERRED TO AS SENIOR MINISTER),

ALONG WITH A BOARD OF ADVISORS, WHICH THE SENIOR MINISTER MAY APPOINT AT

HIS OR HER SOLE DISCRETION TO AID HIM OR HER IN HIS OR HER DUTIES IN MINISTRY.

B. SPECIFIC AUTHORITIES AND POWERS

WITHOUT PREJUDICE TO THESE GENERAL AUTHORITIES AND POWERS, AND SUBJECT TO

THE SAME LIMITATIONS, THE SENIOR MINISTER SHALL HAVE THE SOLE POWER TO:

1. ON TERMS AND CONDITIONS ESTABLISHED BY THE SENIOR MINISTER AS HE OR SHE

DETERMINES AS WISE, THE SENIOR MINISTER SHALL HAVE ALL AUTHORITY AND POWER

TO CONDUCT ALL BUSINESS OF THE CHURCH/MINISTRY, OPEN UP ANY AND ALL BANK

ACCOUNTS, PERFORM ALL CHURCH DUTIES, EMPLOY ALL EMPLOYEES, ADVISORS, AND

MINISTERS, SUPERVISE ALL PEOPLE, DISMISS ALL EMPLOYEES, ADVISORS, OR MINISTERS, MANAGE ALL ASSETS, MAKE ALL FINANCIAL DECISIONS, AND DO

ALL

THINGS NECESSARY FOR THE SUCCESSFUL OPERATION OF THE CHURCH/MINISTRY. THE

SENIOR MINISTER SHALL HAVE THE SOLE POWER, BOTH JOINTLY AND INDIVIDUALLY,

TO DELEGATE HIS OR HER MINISTERIAL AUTHORITY AND POWER TO WHOMEVER HE OR

SHE CHOOSES, WHICH ALSO INCLUDES THE REVOCATION AT ANY TIME OF ANY DELEGATED AUTHORITY AND POWER GRANTED TO ANY PERSON OR ENTITY.

THE SENIOR

MINISTER SHALL HAVE SOLE AUTHORITY AND POWER TO ESTABLISH AND FIX COMPENSATION OF ALL EMPLOYEES, ADVISORS, AGENTS, OR MINISTERS, IF ANY.

2. THE SENIOR MINISTER SHALL HAVE AUTHORITY TO CHANGE THE PRINCIPAL BUSINESS OFFICE OR PLACE TO CONDUCT CHURCH/MINISTRY SERVICES IN THE STATE OF RESIDENCE, OR ANY OTHER PLACE IN THE WORLD, FROM ONE LOCATION TO ANOTHER; CAUSE THE MINISTRY TO BE QUALIFIED TO DO MINISTRY IN ANY OTHER STATE, TERRITORY, DEPENDENCY, COUNTY OR COUNTRY AND CONDUCT MINISTRY OR BUSINESS WITHIN OR OUTSIDE THE STATE OF RESIDENCE FOR THE HOLDING OF ANY BOARD OF ADVISORS MEETINGS.

3. THE SENIOR MINISTER WILL BE IN CHARGE OF THE DAY-TO-DAY MINISTRY OPERATIONS OF HESED COVENANT MINISTRIES.

4. THE SENIOR MINISTER SHALL HAVE THE SOLE AUTHORITY AND POWER OF ORDINATION OF OTHER PASTORS AND/OR MINISTERS, ELDERS, AND DEACONS, OR ANY OTHER PERSON WORKING IN THIS MINISTRY, WHO SHALL SERVE AT THE SENIOR MINISTER'S SOLE DISCRETION; AND THE SENIOR MINISTER SHALL ALWAYS HAVE THE ULTIMATE SOLE AUTHORITY IN THE MINISTRY.

5. THE SENIOR MINISTER ALSO SHALL HAVE THE POWER OF APPOINTMENT OF THE BOARD OF ADVISORS, WHO SHALL SERVE AT THE SENIOR MINISTER'S SOLE DISCRETION, AND AGAIN, THE SENIOR MINISTER SHALL ALWAYS HAVE THE SOLE AUTHORITY IN THE MINISTRY.

6. THE SENIOR MINISTER SHALL ESTABLISH SUCH GUIDELINES AND PRACTICES ONLY AS ARE IN THE STRICTEST REQUIREMENTS OF THE PRINCIPLES, PRECEPTS, TRUTHS, AND DOCTRINES WHICH ARE IN THE WORD OF GOD, WHICH IS COMMONLY CALLED IN THE CHRISTIAN COMMUNITY, THE BIBLE.

C. NUMBER OF ADVISORS

THE MAXIMUM AUTHORIZED NUMBER OF ADVISORS SHALL BE IN THE SOLE DISCRETION OF THE SENIOR MINISTER.

D. PLACE OF MEETING

IN THE EVENT THE SENIOR MINISTER ELECTS A BOARD OF ADVISORS, THEN THE MEETINGS OF THE BOARD OF ADVISORS SHALL BE HELD AT ANY PLACE WITHIN OR OUTSIDE THE STATE OF RHODE ISLAND DESIGNATED BY THE SENIOR MINISTER. IN THE ABSENCE OF ANY SUCH DESIGNATION BY THE SENIOR MINISTER, THE BOARD OF ADVISORS' MEETINGS SHALL BE HELD AT THE PRINCIPAL EXECUTIVE OFFICE OF THE MINISTRY OR AT THE PHYSICAL LOCATION WHERE THE MINISTRY SERVICES ARE

CONDUCTED, WHICHEVER IS MORE CONVENIENT.

E. FREQUENCY OF MEETINGS

MEETINGS OF THE BOARD OF ADVISORS SHALL BE HELD AT TIMES BY THE SOLE DISCRETION OF THE SENIOR MINISTER.

F. SPECIAL MEETINGS

A SPECIAL MEETING OF THE BOARD OF ADVISORS MAY BE CALLED AT ANY TIME BY THE SENIOR MINISTER.

G. NOTICE OF MEETINGS

THERE SHALL BE NO FORMAL NOTICE OF MEETINGS OF BOARD OF ADVISORS REQUIRED.

NOTICE OF MEETINGS OF THE BOARD OF ADVISORS MAY BE SENT BY THE SENIOR

MINISTER EITHER IN WRITING OR VERBAL BY TELEPHONE, EMAIL, OR TEXT.

ALSO,

THE AGENDA FOR THE MEETING SHALL BE ESTABLISHED BY THE SENIOR MINISTER, AND

THE SENIOR MINISTER SHALL HAVE THE POWER AND DISCRETION TO BRING UP ANY

TOPIC AT THE BOARD OF ADVISORS MEETING.

H. QUORUM

A MAJORITY OF THE THEN-APPOINTED BOARD OF ADVISORS SHALL CONSTITUTE A

QUORUM FOR THE TRANSACTION OF MINISTRY AND BUSINESS AT A MEETING OF THE

BOARD OF ADVISORS, EXCEPT THAT NO MEETING CAN BE HELD WITHOUT THE SENIOR

MINISTER PRESENT.

LIKewise, NO MINISTRY OR BUSINESS SHALL BE CONSIDERED BY THE BOARD OF ADVISORS AT ANY MEETING AT WHICH A QUORUM IS NOT PRESENT. ALL VOTES AND

DECISIONS BY THE BOARD OF ADVISORS ARE ADVISORY TO THE SENIOR MINISTER, BUT

THE SENIOR MINISTER IS NOT OBLIGED TO FOLLOW THE ADVICE OF THE BOARD OF

ADVISORS.

I. VOTING

PERSONS ELIGIBLE TO VOTE AT THE MEETING OF THE BOARD OF ADVISORS SHALL BE

CURRENT BOARD OF ADVISORS MEMBERS. THE ISSUES OR RESOLUTIONS TO BE VOTED

UPON SHALL BE ESTABLISHED BY THE SENIOR MINISTER, AND ALL DECISIONS OF THE

BOARD OF ADVISORS SHALL BE AGREED BY THE SENIOR MINISTER. THUS, THE SENIOR

MINISTER SHALL HAVE SOLE VETO POWER OVER ANY ADVISORY DECISION BY

THE BOARD
OF ADVISORS.

J. MAJORITY ACTION AS BOARD OF ADVISORS ACTION

EVERY ACT AND DECISION DONE OR MADE BY A MAJORITY OF THE ADVISORS
PRESENT

AT A MEETING DULY HELD AT WHICH A QUORUM IS PRESENT, ALONG WITH THE
CONSENT

OF THE SENIOR MINISTER, IS AN ACT OF THE BOARD OF ADVISORS.

K. EMERGENCY ACTION WITHOUT MEETING

AT THE DISCRETION AND CALL OF THE SENIOR MINISTER, IF IT IS DEEMED
IMPOSSIBLE OR IMPRACTICAL TO CALL A SPECIAL MEETING, THE SENIOR
MINISTER

MAY CONTACT EACH MEMBER OF THE BOARD OF ADVISORS BY TELEPHONE,
INDIVIDUALLY, BUT PREFERABLY BY CONFERENCE CALL, AND THE ADVISORS
MAY

CONDUCT ANY MINISTRY OR BUSINESS ISSUE.

L. NO REMOVAL OF SENIOR MINISTER

THE SENIOR MINISTER MAY NOT BE REMOVED FROM OFFICE. ANY ADVISOR MAY
BE

REMOVED FROM OFFICE AT ANY TIME BY THE SENIOR MINISTER, WITH OR
WITHOUT

CAUSE, AND ESPECIALLY IF THE SENIOR MINISTER BELIEVES THAT A PARTICULAR
IS

NOT FURTHERING THE GOALS, AIMS, MANDATES, PURPOSES, OR IS OTHERWISE
CAUSING

DISRUPTION TO THE FUNCTIONING OF THE MINISTRY. AN ADVISOR'S
ATTENDANCE IS

EXPECTED AT ALL REGULARLY-SCHEDULED MEETINGS.

M. NON-LIABILITY OF SENIOR MINISTER, EMPLOYEES AND ADVISORS

THE SENIOR MINISTER, ADVISORS, OTHER MINISTERS, AND EMPLOYEES SHALL
NOT BE

PERSONALLY LIABLE FOR THE DEBTS, LIABILITIES OR OTHER OBLIGATIONS OF
THE

MINISTRY.

N. INDEMNITY BY MINISTRY AND CORPORATION FOR LITIGATION EXPENSES OF
SENIOR

MINISTER, OTHER MINISTERS, EMPLOYEES, AND ADVISORS OF MINISTRY

SHOULD ANY PERSON BE SUED, EITHER ALONE OR WITH OTHERS, BECAUSE HE
OR SHE

IS OR WAS A SENIOR MINISTER, OTHER MINISTER, EMPLOYEE, OR ADVISOR, IN
ANY

PROCEEDING ARISING OUT OF HIS OR HER ALLEGED MISFEASANCE OR
NONFEASANCE IN

THE PERFORMANCE OF HIS OR HER DUTIES OR OUT OF ANY ALLEGED
WRONGFUL ACT

AGAINST THE MINISTRY OR BY THE MINISTRY, INDEMNITY FOR HIS OR HER

REASONABLE EXPENSES, INCLUDING ATTORNEY'S FEES INCURRED IN THE DEFENSE OF THE PROCEEDING, MAY BE ASSESSED AGAINST THE MINISTRY, ITS RECEIVER, OR ITS TRUSTEE, BY THE COURT IN THE SAME OR A SEPARATE PROCEEDING IF (1) THE PERSON SUED IS SUCCESSFUL IN WHOLE OR IN PART, OR THE PROCEEDING AGAINST HIM OR HER IS SETTLED WITH THE APPROVAL OF THE COURT; AND (2) THE COURT FINDS THAT HIS OR HER CONDUCT FAIRLY AND EQUITABLY MERITS SUCH INDEMNITY. THE AMOUNT OF SUCH INDEMNITY SHALL BE SO MUCH OF THE EXPENSES, INCLUDING ATTORNEY'S FEES, INCURRED IN THE DEFENSE OF THE PROCEEDING AS THE COURT DETERMINES AND FINDS REASONABLE.

O. DISPUTE RESOLUTION

THE SENIOR MINISTER SHALL ESTABLISH A DISPUTE RESOLUTION PROCEDURE TO HANDLE ANY DISPUTES AMONGST THE MEMBERS OF THE MINISTRY. TO THIS END, SUCH PROCEDURE SHALL BE INSTITUTED ACCORDING TO MATTHEW 18 AND SIMILAR SCRIPTURES CONTAINED IN THE BIBLE. IN THE EVENT ANY DISPUTE ARISES WHICH SHALL CONSTITUTE POTENTIAL "LITIGATION," THEN THE PARTIES SHALL SUBMIT THE PERSONS AND SUBJECT MATTER TO BINDING ARBITRATION OR MEDIATION THROUGH A SENIOR PASTOR OR OTHER SENIOR MINISTER AT A VENUE CHOSEN BY THE SENIOR MINISTER TO BE ADJUDICATED OR MEDIATED ACCORDING TO THE TERMS AND CONDITIONS OF THAT ORGANIZATION. HOWEVER, SUCH "OUTSIDE" ORGANIZATION IS TO BE USED AS A "LAST RESORT" AND CANNOT BE UTILIZED UNTIL THE BIBLICAL PROCEDURES IN MATTHEW 18 ARE EXHAUSTED WITHOUT RESOLUTION. THE SENIOR MINISTER MAY PROVIDE A WRITTEN INSTRUCTION TO BE GIVEN TO MEMBERS REGARDING THE SCRIPTURAL BASIS OF DISPUTE RESOLUTION.

P. FISCAL YEAR

THE FISCAL YEAR OF THE MINISTRY SHALL BEGIN ON THE FIRST (1ST) DAY OF JANUARY AND END ON THE THIRTY-FIRST (31ST) DAY OF DECEMBER IN EACH YEAR (CALENDAR YEAR).

Q. CONSTITUTION AND BYLAWS

THIS CONSTITUTION AND BYLAWS SHALL BECOME EFFECTIVE IMMEDIATELY ON

ITS

ADOPTION BY THE SENIOR MINISTER. AMENDMENTS TO THIS CONSTITUTION AND BYLAWS

SHALL BECOME EFFECTIVE IMMEDIATELY ON THEIR ADOPTION BY THE SENIOR MINISTER.

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 447 STAFFORD ROAD UNIT C3

City or Town: TIVERTON

State: RI

Zip: 02878

The name of its initial registered agent at such address is FLORENCE MONTEGU

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3 and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	BRIAN WEEKS	6 DAMASCUS ROAD REHOBOTH, MA 02769 USA
DIRECTOR	MICHAEL SHELTON	696 PECAN RIDGE CIRCLE KERNERSVILLE, NC 27284 USA
DIRECTOR	MIKE MULLEN	544 WEST WASHINGTON STREET HANSON, MA 02341 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	FLORENCE MONTEGU	447 STAFFORD ROAD UNIT C3 TIVERTON, RI 02878 USA

ARTICLE VIII

Date when corporate existence is to begin 9/13/2024

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 13 Day of September, 2024 at 2:51:59 PM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signature(s) below.

FLORENCE A MONTEGU

Form No. 200
Revised 09/07

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State of Rhode Island
Department of State | Office of the Secretary of State
Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this
office on this day:

September 13, 2024 02:50 PM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore
Secretary of State

