

LAW OFFICE OF
RONALD P. TEEVAN, P.A.

RONALD P. TEEVAN

200 N. GARDEN AVE.
SUITE A
CLEARWATER, FLORIDA 33755

TELEPHONE (813) 461-0787

702724

March 19, 1998

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: RESTATED ARTICLES FOR STARKEY ROAD BAPTIST CHURCH, INC.

Dear Sir:

Please be advised that I represent Starkey Road Baptist Church, Inc. which is a Florida corporation with Charter Number 702724. By virtue by a number of changes within the corporation, the Board of Directors and Membership of Starkey Road Baptist Church, Inc. desire to restate their Articles of Incorporation. Therefore you will please find enclosed an original and one copy of a document entitled Restated Articles of Incorporation of Starkey Road Baptist Church, Inc. along with an original and one copy of the Certification required pursuant to the provisions of Sections 617.1007(2), Florida Statutes. In addition to the foregoing you will please find my client's check in the amount of \$35.00 representing the filing fee. Please see to the filing of the Restated Articles of my client and send a copy to me showing the date stamp thereon. If there is anything further that you need from me, please do not return the documents to me but instead call me collect at the above number.

Sincerely yours,



Ronald P. Teevan

RPT:saw

enclosures

cc: Starkey Road Baptist Church, Inc.

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TALLAHASSEE, FLORIDA
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APPROVED
AND
FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1998

RONALD P. TEEVAN, P.A.
200 N. GARDEN AVE., SUITE A
CLEARWATER, FL 33755

SUBJECT: STARKEY ROAD BAPTIST CHURCH, INC.
Ref. Number: 702724

We have received your document for STARKEY ROAD BAPTIST CHURCH, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Please remove any reference to the Fla. Statute 607.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 998A00016235

RESTATED ARTICLES OF INCORPORATION OF

STARKEY ROAD BAPTIST CHURCH, INC.

WHEREAS due to a number of Amendments to the Articles of Incorporation of Starkey Road Baptist Church, Inc. and the Membership and the Board of Directors thereof desiring to restate its Articles of Incorporation, the undersigned in compliance with the provisions of Chapter 617, Florida Statutes, do hereby certify as follows:

ARTICLE I

Name

The name of the corporation shall be Starkey Road Baptist Church, Inc., a Florida corporation, hereinafter called the "Church".

ARTICLE II

Office

The principal office and mailing address of the Church, which office and/or mailing address may be changed from time to time by action of the Membership shall be located at:

8800 Starkey Road, Largo, Florida 33777.

ARTICLE III

Registered Agent

The name of the Church's current registered agent and the street address of the office of the current registered agent is: Jerry R. Lancaster, 6375 23rd Terrace, St. Petersburg, Florida 33710.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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ARTICLE IV

Purpose and Powers

The Church shall have the power to transact any or all lawful business for which corporations may be incorporated under Chapter 617, Florida Statutes. In addition and not in lieu thereof, the Church shall also have the following powers:

1. To exercise all of the powers and privileges specified in Section 617.0302 and 617.0303, Florida Statutes.
2. To advance the Christian religion through the continuation of a religious society for the purpose of promoting the cause of Christianity and the promulgation of the doctrines and teachings of the Holy Bible, to provide a place or places of worship for the Members of the Church and for the promotion of such charitable work as the Church may from time to time determine to do and to do all things that may be necessary and proper to carry out its functions as a non-profit corporation under the laws of the State of Florida.
3. To acquire, either by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real and personal property in connection with the affairs of the Church.
4. To borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real and personal property as security for money borrowed or debts incurred.
5. To dedicate, sell or transfer in fee simple all or any part of the Church's property to any public bodies or governmental agencies or authorities or public or private utility companies.

6. To grant easements in, upon, across and over any real property owned by the Church to public and private utility companies and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of any and all real property owned by the Church and the providing of utility, drainage and other services thereto.
7. To contract for the maintenance and the management of all real and personal property owned by the Church, authorize persons to assist the Church in carrying out its powers and duties and employ personnel necessary to fulfill the Church's duties and functions.
8. To maintain, repair, replace and operate all real and personal property owned by the Church.
9. To purchase insurance upon any real and personal property owned by the Church and obtain insurance for the protection of the Church.
10. To reconstruct improvements after casualty and further improve all property both real and personal owned by the Church.

ARTICLE V

Membership

Eligibility for Membership in the Church shall be as set forth in the Bylaws.

ARTICLE VI

Directors

The manner and method by which Directors of the Church shall be elected and appointed, who shall also be known as Deacons of the Church, shall be set forth in the Bylaws. The affairs of

the Church shall be overseen by a Board of Directors (Deacons) and there shall be not less than nine (9) Members of the Board of Directors (Deacons). The Pastor of the Church shall be, ex-officio, a Member of the Board of Directors (Deacons). The duties of the Board of Directors (Deacons), shall be as set forth in the Bylaws.

ARTICLE VII

Duration

The Church shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VIII

Officers

The business affairs of the Church shall be administered at such time and by such Officers as are designated and selected as provided for in the Bylaws.

ARTICLE IX

Amendment

These Restated Articles of Incorporation may be amended, altered, revised, or amplified through the following procedure:

1. A proposed change must come through or from the Pastor(s) and the Board of Directors (Deacons).
2. Written notice of any proposed change shall be given at least two (2) weeks prior to the Membership vote.
3. Any regular or special meeting may be used for this matter.
4. When a quorum of twenty-five percent (25%) or more of the Members eligible to vote as provided in the Bylaws are present, a ninety percent (90%) affirmative vote of those

Members present and voting is required for the amendment, alteration, revision or amplification or to be approved.

5. The amendment, alteration, revision or amplification (changes) shall take effect immediately upon the approval from the Membership unless some other specified date is established.

ARTICLE X

Dissolution

The Church may be dissolved with the assent of not less than two-thirds (2/3) of the votes of the Members eligible to vote. In the event of dissolution of this Church, all its debts shall be fully satisfied first. None of its assets or holdings shall be divided among its Members or other individuals, but shall be given to other non-profit religious organizations that are in agreement with the letter and spirit of these Restated Articles of Incorporation. Such organizations shall be determined by the Board of Directors (Deacons) recommendation and Membership approval prior to actual dissolution and all such organizations shall meet the requirements of the United States Internal Revenue Code, Section 501(c)(3), or shall be of that status.

ARTICLE XI

Profit

No profit shall ever accrue to the benefit of any person from the assets, holdings or transactions in which this Church may become involved.

ARTICLE XII

Indemnification

Every Director (Deacon), the Pastor or Pastors and every Officer of the Church shall be indemnified by the Church as set forth in the Bylaws.

ARTICLE XIII

Superseding Effect

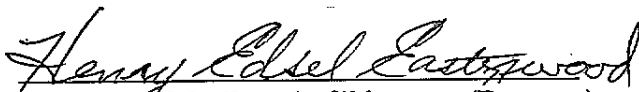
These Restated Articles of Incorporation supersede the original Articles of Incorporation and all Amendments to them.

ARTICLE XIV

Signer

The name, title and address of the person signing these Restated Articles of Incorporation is: Henry Edsel Easterwood, Chairman of the Board of Directors (Deacons) whose address is: 12229 92nd Street North, Seminole, Florida 33773.

IN WITNESS WHEREOF, for the purpose of Restating the Articles of Incorporation of this Corporation under the laws of the State of Florida, the undersigned, being the Chairman of the Board of Directors (Deacons) of the Church has executed these Restated Articles of Incorporation this 18th day of MARCH, 1998.


Chairman of the Board of Directors (Deacons)

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Henry Edsel Easterwood who after being duly cautioned and sworn, deposes and says that he has affixed his name to the foregoing Restated Articles of Incorporation of Starkey Road Baptist Church, Inc., a Florida not-for-profit corporation, as Chairman of the Board of Directors (Deacons) of said Corporation, for the purposes therein expressed. He is personally known to me or has produced a drivers license as identification.

Witness my hand and official seal the date aforesaid.

Cynthia J. Love
Notary Public
Cynthia J. Love
(Print Notary Name)

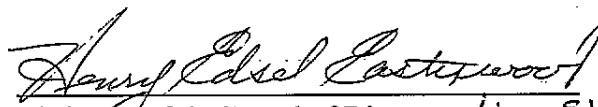


CYNTHIA JANE LOVE
My Commission CC395646
Expires Jul. 26, 1998
Bonded by AMB
800-852-5878

CERTIFICATION

Approval of Restatement of Articles of Incorporation of Starkey Road Baptist Church, Inc.

These Restated Articles of Incorporation which contain amendments to the Articles of Incorporation of Starkey Road Baptist Church, Inc. "the Church" were proposed and approved by the Board of Directors (Deacons) of the Church at a meeting thereof after notice on March 3, 1998. Amendments to the Articles of Incorporation of the Church require Membership approval and on the 15th day of March, 1998 these Restated Articles of Incorporation were adopted by the Members of the Church at a Special Meeting and that the number of votes cast for these Restated Articles of Incorporation was sufficient for approval after a quorum of the Membership was present.

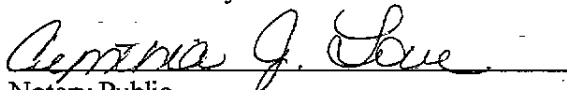

Chairman of the Board of Directors / Henry Edsel
(Deacons) Easterwood

Dated: 3/18/98

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared Henry Edsel Easterwood who after being duly cautioned and sworn, deposes and says that he has affixed his name to the foregoing Restated Articles of Incorporation of Starkey Road Baptist Church, Inc., a Florida not-for-profit corporation, as Chairman of the Board of Directors (Deacons) of said Corporation, for the purposes therein expressed. He is personally known to me or has produced a drivers license as identification.

Witness my hand and official seal the date aforesaid.


Notary Public
Cynthia J. Love
(Print Notary Name)



CYNTHIA JANE LOVE
My Commission CC395646
Expires Jul. 26, 1998
Bonded by AMB
800-852-5878