

Division of Corporations

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# 706917

Florida Department of State  
Division of Corporations  
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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE CHURCH BY THE SEA INC.

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June 6, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

THE CHURCH BY THE SEA INC.  
501 96TH STREET  
BAL HARBOUR, FL 33154US

SUBJECT: THE CHURCH BY THE SEA INC.  
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Annette Ramsey  
Regulatory Specialist II

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**AMENDED ARTICLES**  
of  
**INCORPORATION**

2012 JUN -6 AM 10:11  
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**THE CHURCH BY THE SEA INC.**

A Florida Eleemosynary Corporation

Pursuant to a Vote of the Membership of the CORPORATION, these AMENDED ARTICLES of INCORPORATION of THE CHURCH BY THE SEA INC. were adopted on the 22<sup>nd</sup> day of November, 2009.

The PREAMBLE of ARTICLES of INCORPORATION of THE CHURCH BY THE SEA INC. is incorporated, herein, by reference and the remainder of the ARTICLES are deleted and the following is substituted, therefore:

**ARTICLE I**  
**NAME AND LOCATION**

The name of this Corporation is THE CHURCH BY THE SEA Inc. Its location shall be 501 96<sup>th</sup> Street, Bal Harbour, Miami-Dade County, Florida 33154.

**ARTICLE II**  
**PURPOSE**

The purpose or purposes for which the Corporation is formed are as follows:

- 1. Spiritual:** to conduct religious worship and to foster the spiritual growth and benefit, instruction, and enlightenment of its members and the moral and spiritual welfare of the community or communities in which it serves.

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**2. Temporal:** to foster, conduct, and maintain for educational, religious, and instructional purposes churches, schools, parsonages, and other institutions connected therewith of a religious, educational, charitable, and benevolent character. To this end to acquire, either by gift or purchase, to hold, own, sell, mortgage, or encumber, lease, and improve real estate and personal property, to receive donations, gifts, and endowments and administer the same, to establish, participate in, operate, and administer trusts, life estates, other funds, make loans or grants in carrying out the religious or charitable welfare of its Members or the community in which it serves or the area or associations it aids or influences with the only limitation that all revenue, profit, income in the conduct of the Corporation's enterprise is to be used and employed in its religious, educational, charitable, and benevolent works as above set forth and not for the primary benefit of a member or a group of members of this Corporation, and to have the power to do any and all things necessary or expedient in carrying out the purposes of the Corporation, and in general to do all things as authorized by the State of Florida to eleemosynary corporations.

### **ARTICLE III QUALIFICATION OF MEMBERS**

The qualification of Members and the manner of their admission shall be as follows:

- (i) Every person who signed the original Charter and
- (ii) Every person subsequently admitted to Membership of the Congregation so that their name appears on the records of the Church shall be a Member of this Corporation.

Any person shall be admitted to Membership of this Corporation who:

- has been approved for such membership by the Minister(s) and Membership Committee;

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- has expressed a desire to join The Church by the Sea; who has been informed about the principles of the Christian faith set out in the Preamble to the By-Laws currently in effect, the mission of this church and the expectations the church has of those who are members;
- has in a service of worship, in person, or by proxy, promised to be a loyal and supportive member of the church; and
- has been accepted by the Membership present.

The new Member's name shall then be presented to the Secretary of the Corporation for enrollment on the Membership records of the Corporation.

There shall be two types of Memberships, to wit:

- **Regular Membership:** those members who have joined the Congregation of the Corporation to the exclusion of all other Church affiliations, and
- **Associate Membership:** those members who wish to take an active role in the welfare of the Church but who hold a regular membership in some other religious institution.

There shall be no distinction between the two types of Membership in the matter of voting or holding office other than as provided, hereinafter.

#### ARTICLE IV VOTING

All Regular and Associate Members have the right to vote in the affairs of this Corporation.

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**ARTICLE V  
PERPETUAL EXISTENCE**

The Corporation shall have perpetual existence, God willing.

**ARTICLE VI  
RELIGIOUS AND SPIRITUAL ACTIVITIES**

The spiritual activities of this Corporation shall be headed by the Senior Minister, as Pastor, assisted by Associate Ministers, the Diaconate, and such other committees as provided in the By-Laws.

The Senior Minister shall select his or her own staff to carry out the spiritual activities of the Church subject to the approval of the Board of Directors and within the financial limits established by the Board of Directors. The Senior Minister, the Diaconate, and all committees are charged to do all things necessary to nurture the spiritual welfare of the Membership.

The Spiritual mission of the Corporation shall be under the stewardship of the Diaconate. The Diaconate shall consist of all of the Deacons. The Diaconate may appoint Acting Deacons who shall serve as Deacons until the next Annual Meeting of the Corporation.

The Diaconate, among other things, has the responsibility of filling the pulpit in the temporary or extended absence (including but not limited to sabbatical or medical leaves) of the Senior Minister within the budget limitations established by the Board of Directors.

The Board of Directors, by committee or otherwise, shall have the responsibility of initiating action and supervising the selection and call of the Senior Minister, as provided by the By-Laws, in the event of a vacancy in that position. The President of the Corporation shall execute any contract of

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employment with the Senior Minister, under such terms as the Board of Directors has authorized. However, before any initial contract of employment of the Senior Minister becomes effective, the call of the Senior Minister shall be approved by the Membership at any regular or special Meeting of the Membership; a quorum for said Meeting shall be determined in accordance with Article IX, *infra*.

The Board of Directors shall have the responsibility of removing the Senior Minister, if considered necessary, by majority vote of the full Membership of the Board of Directors.

## **ARTICLE VII TEMPORAL GOVERNANCE**

All business matters of this Corporation such as, but not necessarily limited to those enumerated below, are strictly vested in the Board of Directors whose actions by majority vote of those present at any regular or special meeting will be the act of the Corporations:

- (i) management, maintenance, alteration, repair, mortgaging, purchase and sale of real property;
- (ii) receiving, buying and selling, mortgaging of personal property, contracting in name of Corporation; and
- (iii) establishing the amount and paying of salaries of employees of the Corporation.

The President or a Vice President, in the absence of the President, is authorized to execute all instruments in the name of and under the seal of the Corporation and attested by the Secretary or Vice Secretary in conformity with a resolution adopted by the Board of Directors at any regular or special meeting by majority vote of the quorum present. No other individual, or group, can enter into any matter of business on behalf of the Corporation unless granted such power to act by the Board of Directors, in writing.

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**ARTICLE VIII  
TERMINATION OF MEMBERSHIP**

Membership in this Corporation shall be terminated as provided herein:

1. **By Death:** the names of Deceased Members shall be removed from the rolls of the Corporation by the Secretary and shall be reported to the Membership at the Annual Meeting of the Corporation and by the inclusion of their names in the Annual report of the Corporation.
2. **By Transfer or Resignation:** Members who by their own request transfer their membership to another congregation, or who resign from the Membership, shall be removed from the rolls by the Secretary of the Corporation.
3. **By Inactivity:** Members who have been inactive in the affairs of the Church may have their Membership terminated in accordance with procedures established by the Minister(s) and/or Membership Committee.

**ARTICLE IX  
QUORUM**

A quorum for all regular and special Meetings of the Membership shall be twenty-five (25) percent of the total number of the Church members eligible to vote as shown by the records of the Corporation, or seventy-five (75) Members, whichever is least.

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**ARTICLE X  
BOARD OF DIRECTORS, OFFICERS  
ELECTION & TERM,  
QUORUM AND VOTING POWER**

The Board, election and term of officers and quorum are as follows:

1. **Directors:** The Corporation shall have not more than twenty-four (24), nor less than fifteen (15), Directors elected by the Membership at the Annual Meeting of the Corporation as provided in the By-Laws. The number of Directors may be increased or diminished from time to time by the By-Laws as deemed appropriate by the Membership. Directors shall serve terms of not more than two years, and may be re-elected to successive terms.
2. **Officers, Election and Term:** The Board shall elect within 30 days after the Annual Meeting, from within its own Membership, a President, Vice President(s), Treasurer, Secretary, and any assistant officers as may be deemed necessary, to serve a one (1) year term and who shall continue in office until a successor is elected.
3. **Quorum:** A quorum for any regular or special meeting of the Board of Directors shall not be less than seven (7) Directors.
4. **Senior Minister:** The Senior Minister shall be an *ex officio* member of the Board of Directors but without right to vote. The Senior Minister shall have the discretion to invite any staff member to attend any Board of Directors meeting without right to vote.
5. **Directors Emeriti:** The Board may at its discretion elect Directors Emeriti, consisting of those individuals who have in the past rendered outstanding service as Directors of the Corporation. Directors Emeriti shall have the right to attend and be heard on any issue or issues in all Board Meetings, but shall not have the right to vote. The presence of Directors

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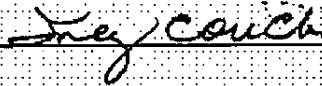
Emeriti, if any, shall be recorded by the Secretary of the Meeting, but shall not be counted in determination of a quorum.

## ARTICLE XI AMENDMENTS

These Amended Articles of Incorporation of the Corporation may be amended at any regular or special meeting for that purpose called in accordance with the By-Laws by a majority vote of the quorum of the Membership present and the statutes of the State of Florida. Amendments to the Amended Articles of Incorporation shall become effective only when they are properly filed and recorded in accordance with the laws of the State of Florida.

I, Inez Couch, Secretary of the Corporation, attest the foregoing is a true and correct copy of the Amended Articles of Incorporation of The Church By The Sea, Inc. adopted on the 22<sup>nd</sup> day of November 2009, at a Meeting of the Membership of the Corporation.

WHEREFORE, I have affixed my name and the seal of the Corporation this 22<sup>nd</sup> day of November, in the Year of our Lord Two Thousand Nine.



*Inez Couch*

Inez Couch, Secretary.

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CERTIFICATE OF OFFICER

I, Inez Couch, being the duly elected Secretary of THE CHURCH BY THE SEA INC., a Florida not for profit corporation (the "Corporation") as of November 22, 2009, do hereby certify that on November 22, 2009, the Amended Articles of Incorporation of the Corporation to which this certification is attached were duly adopted by the Members of the Corporation and the number of votes cast for the amendment(s) were sufficient for approval

Executed this 29 day of May, 2012.

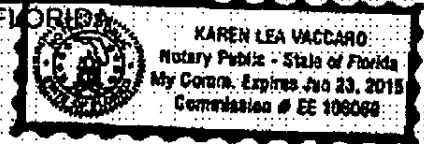
Inez E. Couch  
Inez Couch

STATE OF FLORIDA            )  
  ) ss  
COUNTY OF MIAMI-DADE    )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of May, 2012, by Inez Couch, as Secretary, as of November 22, 2009, of THE CHURCH BY THE SEA INC., a Florida not for profit corporation, on behalf of the Corporation and she who is personally known to me or who produced a \_\_\_\_\_ as adequate identification.

Karen Lea Vaccaro  
Notary Public, STATE OF FLORIDA

My Commission Expires:



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