

707733

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

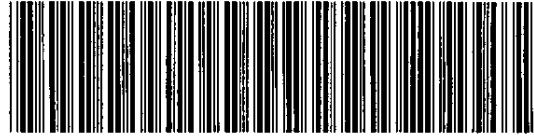
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

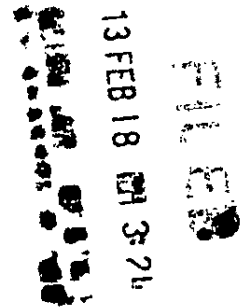
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Amended & Restated
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 3, 2013

MARTIN BOELENS, BUS. ADM.
FIRSTBAPTISTST.CLOUD
1717 13TH STREET
ST. CLOUD, FL 34769

SUBJECT: THE FIRST BAPTIST CHURCH OF ST. CLOUD, FLORIDA,
INCORPORATED
Ref. Number: 707733

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

PLEASE REMOVE THE HEADING "CONSTITUTION AND ARTICLES OF INCORPORATION" AND THE PREAMBLE PARAGRAPH. PLEASE TITLE THE DOCUMENT "AMENDED AND RESTATED ARTICLES".

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) 245-6050.

Darlene Connell
Regulatory Specialist II

Letter Number: 713A00000132

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511
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

First Baptist St. Cloud

...loving life

December 12, 2012

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

RE: Amended and Restatement to Articles of Incorporation of the First Baptist Church of St. Cloud, Florida, Incorporated

Dear Sir or Madam:

Enclosed please find an original and a copy of the Amended and Restatement to the Articles of Incorporation of the First Baptist Church of St. Cloud, Florida, Incorporated. Enclosed is our check in the sum of Thirty-five (\$35.00) Dollars for the filing fee. Please file the documents on our behalf and remit the Certificate of Amendment to the undersigned. Thank you for your assistance in this matter. Please do not hesitate to contact me with any comments or questions.

Sincerely,



Martin Boelens, Business Administrator

enclosures

First Baptist St. Cloud

...loving life

February 14, 2013

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

RE: Amended and Restatement to Articles of Incorporation of the First Baptist
Church of St. Cloud, Florida, Incorporated
Ref. Number: 707733

Dear Sir or Madam:

Enclosed please find a revised original and a copy of the Amended and Restatement to the Articles of Incorporation of the First Baptist Church of St. Cloud, Florida, Incorporated per your instructions to us dated January 3, 2013. A copy of your letter to us is enclosed for your reference. Please file the documents on our behalf and remit the Certificate of Amendment to the undersigned. Thank you for your assistance in this matter. Please do not hesitate to contact me with any comments or questions.

Sincerely,


Martin Boelens, Business Administrator

enclosures

FILED
13 FEB 18 PM 3 26
CLERK OF DISTRICT COURT
ST. CLOUD, FLORIDA

AMENDED AND RESTATED ARTICLES
OF
The First Baptist Church of St. Cloud, Florida, Incorporated
AS AMENDED AND UPDATED AUGUST 1, 2004

ARTICLE I - NAME AND LOCATION

The name of this Corporation shall be the First Baptist Church of St. Cloud, Florida, Incorporated, hereinafter called "The Church" and it is to be located in Osceola County, Florida.

ARTICLE II - PURPOSE, AUTHORITY AND STATEMENT OF FAITH

The purpose of The Church is to glorify God and carry out the work of His kingdom while enjoying Him forever. We desire to be a people who know God, love one another and share hope and healing with the world around us. The Church brings glory to God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20).

The nature of The Church is religious and The Church is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. It has authority to operate churches, schools, pastoriums, and other institutions connected therewith of a religious, educational, charitable and benevolent character, to license, ordain, and commission ministers, Christian workers and missionaries for the benefit of its own members and others worldwide.

No part of the net earnings of The Church shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that The Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of political propaganda, or otherwise attempting to influence legislation, and The Church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on

behalf of any candidate for public office. Notwithstanding any other provision of this document, The Church shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

We affirm the Holy Bible as the inspired word of God, and as the only basis for our beliefs. This church accepts "The Baptist Faith and Message", a 2000 affirmation of basic Christian beliefs, as a general statement of our faith, however, we hold to open communion and maintain the right to make other changes/variations according to our right as a local, autonomous, Southern Baptist church.

ARTICLE III - AFFILIATION

This 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 and local missions, this church voluntarily affiliates with the Southern Baptist Convention in its national, state and local expressions.

ARTICLE IV - EXISTENCE

This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE V - MEMBERSHIP

Every person who believes in repentance toward God, and faith in Jesus Christ, as Savior and Lord, and who is willing to confess Him publicly as Lord and King and follow Him in baptism by immersion, and observe the ordinances of Christ and be governed by His laws, is qualified and eligible for membership in this corporation. The manner of admission to membership in The Church shall be by completion of The Church's New Member Orientation and 1) a letter of transfer from other churches of like faith and order, or, 2) by satisfactory statement of faith in Jesus Christ as Lord and Savior, or, 3) by profession of faith as described above. The present membership of the First Baptist Church of St. Cloud and those hereafter admitted to such membership shall constitute the membership of this corporation. This corporation shall have no stock and be composed of members only. Accepting membership in The Church implies acceptance of the Constitution and Bylaws.

ARTICLE VI - BOARD OF DEACONS

The Church shall have a Board of Deacons composed of not less than seven (7) members. The Deacons may increase their number as they deem necessary to adequately carry out their responsibilities by following the procedures stated in the Church Bylaws for selecting Deacons.

The Deacons shall be under the Elders and serve as directed by the Elders and Bylaws. They shall elect officers each year according to the Bylaws of The Church.

All Deacons will meet the requirements given in Acts 6:3 and 1 Timothy 3:8-12. The process by which Deacons are selected and serve The Church shall be defined in the Bylaws of The Church. The Board of Deacons shall cooperate with and pray for the Board of Elders and keep communication open between themselves and the Elders.

ARTICLE VII - ELDERS

The spiritual direction, oversight, and guidance of The Church, along with its ministries and functions, with Christ as our Head, and under the guidance of the Holy Spirit, shall be entrusted to the Board of Elders, which includes the Senior Pastor. They shall support and pray for the Board of Deacons and keep communication open between themselves and the Deacons. The Board of Elders, including the Senior Pastor, shall normally be composed of not less than five (5) Elders. The Elders may increase their number as they deem necessary to adequately carry out their responsibilities by following the procedures stated in the Church Bylaws for selecting Elders.

It will be the duty of the Board of Elders to care for the spiritual condition of The Church as set forth in I Timothy 5:17, Titus 1:9, I Peter 5:1-3 and Acts 20:28. This care shall not exclude the Pastors, Deacons, and other officers & leaders. The Board of Elders shall seek to be sensitive to the needs and the suggestions of the membership.

The Elders will meet the qualifications set forth in Acts 6:3, I Timothy 3:1-7, Acts 20:28 and Titus 1:6-9. The process by which Elders are selected and serve The Church shall be defined in the Bylaws of The Church.

ARTICLE VIII – TRUSTEES

The church shall have Trustees who shall function as the corporation officers according to the Laws of the State of Florida.

The Trustees shall be appointed by the Elders from individuals currently serving as Elders or Deacons.

The Trustees shall make and execute all contracts, deeds, bonds, notes, negotiable instruments, mortgages, trusts and all other instruments of indebtedness or conveyance of The Church with the proper authorization as defined by The Church Bylaws.

The offices of the Trustees shall be at least the President, Vice-President, Treasurer, and Secretary of the corporation.

The title of all property shall be vested in the name of The Church.

ARTICLE IX - BUSINESS MEETING

The following items require a church vote:

1. Adoption of an annual budget.
2. Additional indebtedness greater than \$10,000 in a budget year.
3. Building a new facility or the purchase or sale of real estate.
4. Calling of Senior and/or Staff Pastors.
5. Election of Deacons and Elders.
6. Amendment of the Constitution & Bylaws.
7. Termination of Senior Pastor.

An annual Business Meeting of The Church will be held at the end of each fiscal year. The purpose of the meeting is to ratify the annual budget and conduct any other business necessary at that time. Any item brought before The Church will be agreed upon beforehand by the Board of Elders and placed by them on the agenda of the business meeting.

An active church member in good standing may petition for a special business meeting as defined in the Bylaws of The Church.

The conducting of regular or special meetings, notification necessary and the quorum required for the transaction of business shall be defined in the Bylaws of The Church.

ARTICLE X - RECORDS AND REPORTS

The Church shall maintain the following records and reports:

1. Adequate and correct books and records of accounts (financial records).
2. Written minutes of the proceedings of its members, Deacons and Elders.
3. A record of the members of The Church, setting forth the members' names and addresses.
4. Contribution statements for contributors.
5. All records required by local, state or federal government.

All such records shall be kept at The Church's principle location.

ARTICLE XI - ELECTIONS

The Church shall conduct elections at such time and in such manner as designated in the Bylaws. All Elders, Deacons, and committee persons shall be elected or appointed in accordance with the Bylaws of The Church. Vacancies shall be filled as provided in the Bylaws. Length of term and rotation shall be described in the Bylaws. All Elders, Deacons, and committee persons shall hold office until their successors are duly appointed or elected and take office.

ARTICLE XII - AMENDMENTS OF ARTICLES AND BY-LAWS

These Articles of Incorporation and Bylaws may be altered or amended by the recommendation of the Board of Elders. They shall then be ratified subject to approval of the Secretary of State by a two-thirds majority vote of active members present at any duly-called annual meeting or special meeting called for that purpose. Due notice must be given indicating any proposed change for at least two successive weeks preceding said meeting from the pulpit of the Church in the form of a verbal announcement and printed in The Church bulletin.

Until new Articles of Incorporation and/or Bylaws are adopted by the Church, those now in effect shall continue in effect.

ARTICLE XIII - PROPERTY AND INDEBTEDNESS

The amount and value of real or personal property the Church may hold shall be unlimited.

The amount of indebtedness to which The Church may subject itself shall be unlimited, provided that any action to incur additional indebtedness greater than \$10,000 in a budget year must be approved by a three fourths (3/4) majority of the active Church membership present and voting.

ARTICLE XIV - LIMITATIONS OF LIABILITIES AND DISSOLUTION

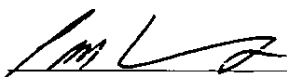
None of the members, trustees or officers of this corporation shall be liable for any of the debts of the Church for claims, torts or responsibilities of any or all kinds claimed against the Church.

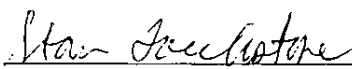
If this corporation should ever be dissolved, all of its assets remaining after payment and satisfaction of all its costs, and indebtedness, including the expenses of such dissolution shall be distributed to such organization(s) that are organized and operated exclusively for charitable, educational and religious purposes and qualify as a non-profit corporation or organization under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The members of said Church defined in Article V who are active members in good standing at the time of dissolution of said corporation shall in a duly called conference setting, designate the non-profit corporation(s) or organization(s) to receive assets of the corporation upon dissolution. No part of the property, buildings, monies or other assets of this Church shall ever be distributed to any member, director, officer, or employee of this Church, or any individual. This transaction shall be an "arm's length" transaction. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Church is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Pursuant to the Corporation's current Articles of Incorporation, Bylaws and Section 617.1002, Florida Statutes, this Amended and restated Articles of Incorporation was proposed to the Members of the Corporation and the number of votes cast for this Amended and restated Articles of incorporation by the members were sufficient for approval on August 1, 2004.

The First Baptist Church of St. Cloud, Florida, Incorporated

By: 
Print Name: Peter M. Cannata
Chairman of Trustees

By: 
Print Name: Stan Touchstone
Trustee