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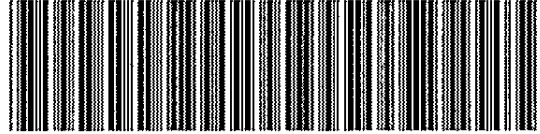
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SHEPPARD, BRETT, STEWART, HERSCH & KINSEY P.A.

ATTORNEYS AT LAW
FIRM ESTABLISHED 1924

JAY ANDREW BRETT
JOHN F. STEWART +
CRAIG R. HERSCH **
D. HUGH KINSEY, JR.
MICHAEL B. HILL

OF COUNSEL
JOHN W. SHEPPARD *

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES
+ CERTIFIED PUBLIC ACCOUNTANT (FL)
+ ALSO ADMITTED IN IOWA

9100 COLLEGE POINTE COURT
FORT MYERS, FLORIDA 33919
(239) 334 - 1141 PHONE
(239) 334 - 3965 FAX

www.sbshlaw.com

ELECTRONIC MAIL:

brett@sbshlaw.com
stewart@sbshlaw.com
hersch@sbshlaw.com
kinsey@sbshlaw.com
hill@sbshlaw.com

August 16, 2006

Corporate Records Bureau
Division of Corporations
2661 Executive Center Circle West
Tallahassee, Florida 32301

RE: COVENANT PRESBYTERIAN CHURCH OF FORT MYERS, FLORIDA, INC. -
AMENDED AND RESTATED ARTICLES OF INCORPORATION

Dear Sirs:

Enclosed herewith are proposed Amended and Restated Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$43.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy	\$ <u>8.75</u>
	\$ 43.75

If the Amended Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation in the envelope provided.

Very truly yours,

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.
JAY A. BRETT

JAB/ldt
Enclosures
pbm:sc

CERTIFICATE

Pursuant to F.S. 617.1007(3), the undersigned President and Secretary of COVENANT PRESBYTERIAN CHURCH OF FORT MYERS FLORIDA, INC. hereby certify as follows:

1. The attached Amended and Restated Articles of Incorporation contains substantial amendments to the existing Articles which require Member approval.
2. The name of the Corporation is COVENANT PRESBYTERIAN CHURCH OF FORT MYERS FLORIDA, INC.
3. The text of each Amendment adopted is set forth in the attached Amended and Restated Articles of Incorporation, which is essentially a new document.
4. The date of adoption of the Amended and Restated Articles by the Members of the Corporation is June 11, 2006. The number of votes cast for the Amended and Restated Articles was sufficient for approval pursuant to Article IX, Section 1 of the existing Articles of Incorporation.

In witness whereof, the undersigned have hereunto set our hands this 14TH day of JUNE, 2006 for the purposes set forth in this Certificate.


STEVEN SHIMP, President

Attest:


FRED WOLFF, Secretary

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
COVENANT PRESBYTERIAN CHURCH OF FORT MYERS, FLORIDA, INC.**

We, the undersigned Incorporators, pursuant to the provisions of F.S. 617.1007, do hereby amend and restate the Articles of Incorporation of Covenant Presbyterian Church of Fort Myers, Florida, Inc. as follows: *(rewritten to reflect an amended document, not the original filed in 1967)*

ARTICLE I.

NAME

The name of this corporation is COVENANT PRESBYTERIAN CHURCH OF FORT MYERS, FLORIDA, INC.

ARTICLE II.

PURPOSE

The purpose of COVENANT PRESBYTERIAN CHURCH OF FORT MYERS, FLORIDA, INC. is to be a dynamic force showing Christ's concern for the individual life and for society as a whole through a number of professing Christians and their children, associated together for divine worship and godly living as set forth in Scripture, and submitting to the lawful governance of Christ's kingdom.

ARTICLE III.

QUALIFICATION OF MEMBERS

The membership of this Corporation shall constitute all members hereinafter named as subscribers and such other persons as, from time to time, may become members.

ARTICLE IV.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V.

INCORPORATORS

(current trustees)

The names and residences of the Incorporators to these Amended and Restated Articles are:

<u>Name</u>	<u>Residence</u>
Steven C. Shimp	822 Cypress Lake Circle, Fort Myers, Florida 33919

E. Ward Cole 1075 Bal Isle Drive, Fort Myers, Florida 33919
Fred Wolff 3992 Sabal Springs Blvd., North Fort Myers, Florida 33917

ARTICLE VI
BOARD OF TRUSTEES

Section 1: The affairs of this Corporation shall be managed by a Board of Trustees consisting of three (3) members.

Section 2: The Trustees shall be elected to membership in this Corporation annually as provided in the By-Laws of this Corporation.

Section 3: The names and addresses of the members of the Board of Trustees who shall manage the affairs of this Corporation until its next annual meeting are as follows:

(current trustees)

<u>Name</u>	<u>Address</u>
Steven C. Shimp	822 Cypress Lake Circle, Fort Myers, Florida 33919
E. Ward Cole	1075 Bal Isle Drive, Fort Myers, Florida 33919
Fred Wolff	3992 Sabal Springs Blvd., North Fort Myers, Florida 33917

Section 4: Any vacancy in the Board of Trustees may be filled as provided in the By-Laws of this Corporation.

ARTICLE VII
BYLAWS

Section 1: The Board of Trustees of this Corporation shall provide By-Laws for the conduct of its business and the carrying out of its purposes.

Section 2: Upon proper notice as provided therein, the By-Laws of this Corporation may be amended, altered or rescinded pursuant to the procedure set forth in said By-Laws, at any regular meeting or any special meeting called for that purpose.

ARTICLE VIII
AMENDMENTS

Section 1: These Amended and Restated Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds vote of those present.

Section 2: Amendments may also be made at a regular meeting of the membership by two-thirds vote of those present upon notice given, as provided by the By-Laws, of intention to submit such amendments.

ARTICLE IX

ADDRESS

The street address and mailing address of this Corporation shall be 2439 McGregor Boulevard, Fort Myers, Lee County, Florida, and the name of the initial registered agent at that address is Barry Metzger.

ARTICLE X

NON-PROFIT STATUS

Section 1: No part of the net earnings of this Corporation shall inure to the benefit of any individual or member.

Section 2: This Corporation shall not carry on political lobbying, nor shall it otherwise act to influence legislation.

ARTICLE XI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

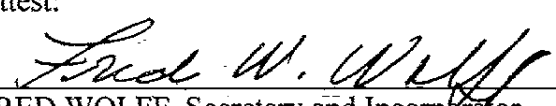
No person, firm, or corporation shall receive any dividends or profits from the undertaking of this Corporation, and upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer or trustee of this Corporation or to any hierarchal organization within the affiliated denomination.

IN WITNESS WHEREOF, we the undersigned hereunto set our hands this 14TH day of JUNE, 2006, for the purposes set forth herein.

(current trustees)


STEVEN SHIMP, President and Incorporator

Attest:


FRED WOLFF, Secretary and Incorporator


E. WARD COLE, Incorporator