

750355

First Assembly
of God
2925 NW 39th Avenue
Gainesville, FL 32605
(City/State/Zip/Phone #)

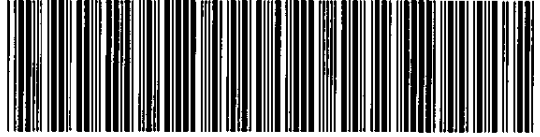
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COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: First Assembly of God of Gainesville , Florida, Inc.

DOCUMENT NUMBER: 750355

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sally Martin
(Name of Contact Person)

FIRST ASSEMBLY OF GOD OF GAINESVILLE, FLORIDA, INC.
(Firm/ Company)

2925 NW 39th Avenue
(Address)

Gainesville, FL 32605
(City/ State and Zip Code)

For further information concerning this matter, please call:

Sally Martin at (352) 376-6992
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

(As amended and adopted the 21st day of January 2009)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
(CONSTITUTION)
OF
FIRST ASSEMBLY OF GOD OF GAINESVILLE, FLORIDA, INC.
(A corporation not for profit)**

FILED
2009 FEB 24 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 617.1007, Florida Statutes, the Articles of Incorporation of First Assembly of God of Gainesville, Florida, Inc. (the "Corporation"), are hereby amended and restated (such Amended and Restated Articles of Incorporation to be referred to herein as the "Articles of Incorporation") to read in their entirety as follows:

ARTICLE I - NAME

The name of this corporation is ***FIRST ASSEMBLY OF GOD OF GAINESVILLE, FLORIDA, INC.***, and its principal place of business, mailing address and place of worship is 2925 N.W. 39th Avenue, Gainesville, Alachua county, Florida.

ARTICLE II – COMMENCEMENT OF EXISTENCE

The existence of the Corporation commenced on December 26, 1979

ARTICLE III - PURPOSE AND PREROGATIVES

The general nature and object of this corporation is for the purpose of establishing and maintaining a place for the worship of Almighty God, our heavenly Father; to provide for Christian fellowship for those of like precious faith, where the Holy Ghost may be honored according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands; we, whose names appear upon the roster of the First Assembly of God of Gainesville, Florida as of the date of this signing, do hereby recognize ourselves as a local assembly in fellowship with and a part of the General Council of the Assemblies, and adopt the following articles of church order and submit ourselves to be governed by them.

To build, construct, erect, maintain and equip schools, mission stations and mission churches, pastors' homes and such other houses or equipment as the corporation may desire for carrying on its work.

To receive, administer, disburse and/or invest gifts, devises and bequests by or from any persons or corporations.

To issue bonds, notes, debentures and evidences of indebtedness and to secure the same by mortgage, deed of trust or otherwise.

This corporation is further organized for the purpose of holding the title to such property or properties as the First Assembly of God of Gainesville, Florida Inc., shall from time to time purchase or acquire and it shall have power from time to time to make such contracts and do such things as shall be authorized and directed by its members. This corporation shall have the power to mortgage, sell, encumber, deed or otherwise dispose of any property which may belong to the First Assembly of God of Gainesville, Florida, Inc.

This assembly shall have the right to govern itself according to the standards of the New Testament Scriptures, "endeavoring to keep the unity of the faith, and of the knowledge of the Son of God, unto a perfect man, unto the measure of the stature of the fullness of Christ.": Eph. 4:3, 13.

ARTICLE IV - AFFILIATION

While maintaining its inherent rights to sovereignty in the conduct of its own affairs, this assembly shall voluntarily enter into full cooperative fellowship with assemblies of like precious faith associated in the Peninsular Florida District Council, and the General Council of the Assemblies of God, with headquarters at Springfield, Missouri; and shall share in the privileges and assume the responsibilities enjoined by that affiliation.

ARTICLE V - TENETS OF FAITH

This assembly accepts the Holy Scriptures as the revealed will of God, the all-sufficient rule of faith and practice, and for the purpose of maintaining general unity, adopts the Statement of Fundamental Truths of the General Council of the Assemblies of God, to-wit:

1. THE SCRIPTURES INSPIRED

The Scriptures, both the Old and New Testaments, are verbally inspired of God and are the revelation of God to man, the infallible, authoritative rule of faith and conduct (2 Tim. 3:15-17; 1 Thess. 2:13, 2 Peter 1:21).

2. THE ONE TRUE GOD

The one true God has revealed Himself as the eternally self-existent "I AM", the Creator of heaven and earth and the Redeemer of mankind. He has further revealed Himself as embodying the principles of relationship and association as Father, Son, and Holy Ghost (Deut. 6:4; Isa. 43:10,11; Matt. 28:19; Luke 3:22).

3. THE DEITY OF THE LORD JESUS CHRIST

The Lord Jesus Christ is the eternal Son of God. The Scriptures declare:

- (a) His virgin birth (Matt. 2:23; Luke 2:31,35).
- (b) His sinless life (Heb. 7:26; 1 Peter 2:22).
- (c) His miracles (Acts 2:22; 10:38).
- (d) His substitutionary work on the cross (1 Cor. 15:3; 2 Cor. 5:4).
- (e) His bodily resurrection from the dead (Matt. 28:6; Luke 24:39; 1 Cor. 15:4).
- (f) His exaltation to the right hand of God (Acts 1:9,11; 2:33; Phil. 2:9-11; Heb. 1-3).

4. THE FALL OF MAN

Man was created good and upright; for God said, "Let us make man in our image, after our likeness." However, man, by voluntary transgression fell and thereby incurred not only physical death but also spiritual death, which is separation from God (Gen. 1:26,27; 2:17; 3:6; Rom. 5:12-19).

5. THE SALVATION OF MAN

Man's only hope of redemption is through the shed blood of Jesus Christ the Son of God.

(a) Conditions to Salvation

Salvation is received through repentance toward God and faith toward the Lord Jesus Christ. By the washing of regeneration and renewing of the Holy Ghost, being justified by grace through faith, man becomes an heir of God according to the hope of eternal life (Luke 24:47; John 3:3; Rom. 10:13-15; Eph. 2:8; Titus 2:11; 3:5-7).

(b) The Evidences of Salvation

The inward evidence of salvation is the direct witness of the Spirit (Rom. 8:16). The outward evidence to all men is life of righteousness and true holiness (Eph. 4:24; Titus 2:12).

6. THE ORDINANCES OF THE CHURCH

(a) Baptism in Water

The ordinance of baptism by immersion is commanded in the scriptures. All who repent and believe on Christ as Savior and Lord are to be baptized. Thus, they declare to the world that they have died with Christ and that they also have been raised with Him to walk in newness of life. (Matt. 28:19; Mark 16:16; Acts 10:47,48; Rom. 6:4).

(b) The Lord's Supper, consisting of the elements - bread and the fruit of the vine - is the symbol expressing our sharing the divine nature of our Lord Jesus Christ (2 Peter 1:4); a memorial of His suffering and death (1 Cor. 11:26); and a prophecy of His second coming (1 Cor. 11:26); and is enjoined all believers "til He come!"

7. THE BAPTISM IN THE HOLY GHOST

All believers are entitled to and should ardently expect and earnestly seek the promise of the Father, the baptism in the Holy Ghost and fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian Church. With it comes the endowment of power for life and service, the bestowment of the gifts and their uses in the work of the ministry (Luke 23:49; Acts 1:4,8; 1 Cor. 12:1-31). This experience is distinct from and subsequent to the experience of the new birth (Acts 8:12-17; 10:44-46; 15:7-9). With the baptism in the Holy Ghost come such experiences as an overflowing fullness of the Spirit (John 7:37; Acts 4:8), a deepened reverence for God (Acts 2:43; Heb. 12:28) an intensified consecration to God and dedication to His work (Acts 2:42), and a more active love for Christ, for His Word and for the Lost (Mark 16:20).

8. THE EVIDENCE OF THE BAPTISM IN THE HOLY GHOST

The baptism of believers in the Holy Ghost is witnessed by the initial physical sign of speaking with other tongues as the Spirit of God gives them utterance (Acts 2:4). The speaking in tongues in this instance is the same in essence as the gift of tongues (1 Cor. 12:4-10, 28) but different in purpose and use.

9. SANCTIFICATION

Sanctification is an act of separation from that which is evil, and of dedication unto God (Rom. 12:1,2; 1 Thess. 5:23; Heb 13:2). The Scriptures teach a life of "holiness without which no man shall see the Lord. (Heb. 12:14) By the power of the Holy Ghost we are able to obey the command: "Be ye holy, for I am holy: (1 Peter 1:15,16).

Sanctification is realized in the believer by recognizing his identification with Christ in His death and resurrection, and by faith reckoning daily upon the fact of that union, and by offering every faculty

continually to the dominion of the Holy Spirit (Rom 6:1-11,13; 8:1,2,13; Gal. 2:20; Phil 2:12,13; 1 Peter 1:5)

10. THE CHURCH

The Church is the Body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of her great commission. Each believer, born of the Spirit, is an integral part of the General Assembly and Church of the Firstborn, which are written in heaven (Eph. 1:22,2:22; Heb. 12:23).

11. THE MINISTRY

A divinely called and scripturally ordained ministry has been provided by our Lord for a two-fold purpose:

- (a) The evangelization of the world; and
- (b) The edifying of the Body of Christ (Mark 16:15-22; Eph. 4:11-13).

12. DIVINE HEALING

Divine healing is an integral part of the gospel. Deliverance from sickness is provided for in the atonement, and is the privilege of all believers (Isa. 53:4,5; Matt. 8:16, 17; James 5:14- 16).

13. THE BLESSED HOPE

The resurrection of those who have fallen asleep in Christ and their translation together with those who are alive and remain unto the coming of the Lord is the imminent and blessed hope of the Church (1 Thess. 4:16, 17; Rom. 8:23; Titus 2:13; 1 Cor. 15:51,52).

14. THE MILLENNIAL REIGN OF CHRIST

The second coming of Christ includes the rapture of the saints, which is our blessed hope, followed by the visible return of Christ with His saints to reign on the earth for one thousand years (Zech. 14:5; Matt. 24:27,30; Rev. 1:7, 19:11-14; 20:1-6). This millennial reign will bring the salvation of national Israel (Ezek. 37:21,22; Zeph. 3:19,20; Rom. 11:26,27) and the establishment of universal peace (Isa. 11:6- 9; Psa. 72:3-8; Micah 4:3,4).

15. THE FINAL JUDGMENT

There will be a final judgment in which the wicked will be raised and judged according to their works. Whosoever is not found written in the Book of Life, together with the devil and his angels, the beast and the false prophet will be consigned to everlasting punishment in the lake which burneth with fire and brimstone, which is the second death (Matt. 25:46; Mark 9:43-48; Rev. 19:20;20:11-15; 21:8).

16. THE NEW HEAVENS AND THE NEW EARTH

"We, according to His promise, look for new heavens and a new earth, wherein dwelleth righteousness; (2 Peter 3:13/ Rev. 21:22).

ARTICLE VI - ORDINANCES

Section 1:

The ordinance of Baptism by immersion in water (Matt. 28:19) shall be administered to all those who have repented of their sins and who have believed on the Lord Jesus Christ to the saving of their souls, and who give clear evidence of their salvation. (Rom. 6:3-5; Col. 2:12).

Section 2:

The ordinance of the Lord's Supper shall be observed regularly as enjoined in the Scriptures (Luke 22:19,20; I Cor. 11:23-26).

ARTICLE VII - MEMBERSHIP

Section 1 - Membership Eligibility:

Membership in this assembly shall be open to all those who give evidence of their faith in the Lord Jesus Christ, and who voluntarily subscribe to its tenets of faith and agree to be governed by its constitution and bylaws as herein set forth.

Section 2 - Voting Membership:

All those who meet the Scriptural standards for membership, whose names appear on the original membership roll of the assembly at the time the assembly was first organized, together with those names which shall be added from time to time, shall constitute the legal voting membership of the assembly, provided they are sixteen years of age or over, that they regularly attend the means of grace and take part in the services, that they are living consistent Christian lives and are in agreement with our distinctive testimony.

Section 3 - Inactive Membership:

Enrolled members who shall without good cause absent themselves from the services of the assembly for a period of three consecutive months or more, and who cease to contribute of their means to its support, who may be out of harmony with its teachings or its ministries, or who shall be under charges for misconduct, or who may have fallen under condemnation through sinful or worldly practices, shall be considered as inactive members and shall lose their voting privileges until they are restored to the fellowship, their standing to be settled by the definite action of the assembly through its elected officers.

ARTICLE VIII - BOARD OF TRUSTEES/DEACONS

The Board of Trustees hereinafter referred to as the Board of Deacons shall never consist of less than three (3) members under the oversight and guidance of the Senior Pastor. The Board shall be responsible for the business management of the assembly. The Board of Deacons shall be composed of men of mature Christian experience and knowledge who shall meet the requirements set forth in Acts 6 and I Tim. 3. All business matters of the church government shall be carried on by the Board of Deacons in the interval between church business meetings. In such cases, they shall present their recommendation to the church for ratification. Members of the Board of Deacons shall be at least 21 years old and shall have been members of the assembly for at least one year.

ARTICLE IX - OFFICERS

There shall be a Senior Pastor who shall serve as President. There shall also be a Secretary and a Treasurer. Other officers may be added as needed.

Section 1- President:

The President of the Corporation shall be elected by the general membership in accordance with the general bylaws and shall also bear the title of Senior Pastor.

Section 2 – Secretary:

The Secretary shall be elected by the Board of Deacons in accordance with the provisions of the corporate bylaws. The secretary shall be responsible for recording the minutes of all meetings of the Board of Deacons and of meetings of the membership of the assembly. He/she shall be at least 21 years of age and shall have been a member of the assembly for at least 6 months.

Section 3 - Treasurer :

The Treasurer shall be elected by the Board of Deacons in accordance with the provisions of the corporate bylaws. The Treasurer shall be entrusted with monitoring the finances of the assembly and shall Chair the Finance Board. He/she shall be at least 21 years of age and shall have been a member of the assembly for at least 6 months.

Section 4 - Multiple Officeholders:

No officer shall be eligible to hold two offices concurrently.

ARTICLE X - MEETINGS

Section 1 - Meetings for Public Worship:

Meetings for public worship shall be held on each Lord's day and during the week as may be provided for under the direction of the Senior Pastor and the Board of Deacons.

Section 2 - Annual Business Meeting:

There shall be an annual business meeting of the corporation at which time the election of the Board of Deacons shall take place and the report of all business affairs of the corporation shall be presented. The annual meeting shall be held during the month of January; the date of which shall be set by the Board of Deacons and announced by the Senior Pastor, or his designee, on the two Sundays immediately preceding the date of said meeting. In the event the Board of Deacons shall fail to fix the date of the annual meeting, the date thereof shall be the third Wednesday of January immediately following the last regular church service on that day.

Section 3 - Special Business Meetings:

Special business meetings of the corporation may be called when necessary after proper notice has been given by the Senior Pastor or by the Secretary of the assembly, provided the meeting has been agreed upon by the majority of the Board of Deacons. Special meetings may also be called by petition having been signed by not less than one-third of the active membership of the assembly, the petition to be placed in the hands of the Senior Pastor or the Secretary and announcement made on the two Sundays immediately preceding the date of the meeting.

Section 4-Quorum:

No record of any special or regular business meeting of the corporation shall be made unless one third (1/3) or more of the active members shall be present to constitute a quorum.

Section 5 - Board of Deacons Meetings:

The Board of Deacons, with the Senior Pastor, shall meet regularly for the transaction of routine business for the corporation, time and place to be announced by the Senior Pastor; provided however, that each of the Board of Deacons and the Finance Board shall meet not less than six (6) times in a given year.

ARTICLE XI - FINANCES

All funds for the maintenance of the corporation shall be provided by the voluntary contributions or the tithes and offerings of the members and friends of the corporation. Offerings shall be accepted by the corporation at such times and in such ways as agreed upon by the Pastor and Board of Deacons, and shall be administered by the Treasurer under their direction. (Mal 3:10; Luke 6:38; I Cor. 16:1; II Cor 9:6-8).

ARTICLE XII - DEPARTMENTS AND COMMITTEES

Departments and Committees may be formed at the discretion of the Deacon Board and Pastoral Staff.

ARTICLE XIII - PROPERTY

All property of the corporation shall be deeded to the corporation and held in its name. No property of the corporation shall be sold, leased, or mortgaged or otherwise disposed of without the same shall have first been recommended by two-thirds (2/3) majority of the voting membership who are in attendance at a regular meeting or a special meeting of the corporation's membership which has been called for the consideration of the proposal. The President and the Secretary of the corporation shall certify in such conveyance, lease or mortgage, that the same has been duly authorized and recommended by a vote of the corporate members. Such certificate shall be held to be conclusive evidence thereof.

ARTICLE XIV - DURATION

This corporation shall have perpetual existence.

ARTICLE XV - AMENDMENTS

Section 1:

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds (2/3) vote of those present. Bylaws may be made, altered or rescinded in the same manner as provided herein for amending the articles of Incorporation.

Section 2:

Amendments may also be made at a regular meeting of the membership when notice has been given, as provided by the bylaws of intention to submit such amendments.

Section 3:

It shall be understood that this article does not apply to the articles of faith, which stand regardless of majority.

ARTICLE XVI - DISSOLUTION

Section 1:

In the event this corporation shall cease to function for the purposes herein set forth, then all property, real or chattel, shall revert to the Peninsular Florida District Council of the Assemblies of God, Inc., under whose supervision this church functions, or to the parent body, the General Council of the Assemblies of God, a Missouri Corporation with headquarters at Springfield, Missouri. The District Council and/or the General Council shall have full authority to sell such property and to use the proceeds derived there from for the extension of the work of the Assemblies of God.

Section 2:

In the event of the cessation of the congregation, the Board of Deacons shall transfer all properties, in accordance with the foregoing provisions, within one year after the date of cessation. If such transfer is not made within the time prescribed above or if the aforesaid District Council or General Council shall be unable or unwilling to accept the aforesaid transfer, then disposition shall be made by the Court of the county in which this church is located, provided that in such case proceeds of the dissolution shall be distributed to organizations having purposes nearest the purposes of the Assemblies of God, and which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XVII – INDEMNIFICATION

The Corporation is authorized to indemnify the members of its Board of Deacons and its Officers against liabilities arising out of their respective services and duties to the Corporation. The Board of Deacons is hereby further authorized to make such other provision for indemnification of Deacons and Officers to the full extent permitted by law.


ARTICLE XVIII - RESIDENT AGENT

The current Resident Agent of this corporation is Michael Patz, and the street and address of the current Registered Office is 2925 NW 39th Avenue, Gainesville, FL 32605.

[Signature on following page]

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Membership on January 21, 2009, in accordance with Section 617.1006 of Florida Statutes. The number of votes for the amendments contained herein was sufficient for Membership approval of such amendments.

The undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation as of this 27th day of February 2009.



Name:
Title: