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NAME: ST. PAUL EVANGELICAL LUTHERAN CHURCH OF BOCA

AUDIT NUMBER.....H97000017737

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Amended  
&  
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10/24/97  
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PREPARED BY:  
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2300 Glades Road, Suite 400, E. Bldg.  
Boca Raton, FL 33431  
Florida Bar #344338

**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**ST. PAUL EVANGELICAL LUTHERAN CHURCH  
OF BOCA RATON, FLORIDA, INC.**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the applicable provisions of Chapter 617 of the Florida Not-for-Profit Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors, hereby adopts the following First Amended and Restated Articles of Incorporation of St. Paul Evangelical Lutheran Church of Boca Raton, Florida, Inc., a Florida not-for-profit corporate entity (hereinafter referred to as the "Articles of Incorporation").

**ARTICLE 1**

**NAME**

The name of this corporation is St. Paul Evangelical Lutheran Church of Boca Raton, Florida, Inc. (hereinafter referred to as the "Church"). Its principal office shall be located at 701 West Palmetto Park Road, Boca Raton, Florida 33486, or at such other place within the State of Florida as the Church Council may designate from time to time.

**ARTICLE 2**

**PURPOSE, POWERS AND MISSION**

The general purposes for which this Church is organized are:

2.1 To give honor and glory to God, to carry out His will, to assist in preaching the Gospel of Jesus Christ to all the world, to manifest the unity of our faith in Jesus Christ as God and Savior, to foster Christian fellowship and love, to extend a helping hand in human need, and to achieve our objectives by the preaching of the Word of God, by the administration of the sacraments, and by the religious instruction of all its members according to the confessional standards of the Evangelical Lutheran church.

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2.2 To engage or transact in any and all lawful activities or businesses permitted under the laws of the United States, the State of Florida and any other state or territory.

2.3 To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

2.4 The mission of this Church is to serve, assist and encourage the members of St. Paul Lutheran Church in response to the Great Commission of our Lord: "Therefore go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you." *Matthew 28:18-20*. St. Paul Church will present a personal Christ as it stimulates an interest in Scripture, provides parochial education, conducts inspirational worship services and encourages family well-being.

### ARTICLE 3

#### MEMBERSHIP

The membership of this Church includes the following:

3.1 Baptized Members are all who have been baptized in the name of the Triune God and who are under the spiritual care of the pastor of this Church, including the children who have not yet been confirmed.

3.2 Communicant Members are those Baptized Members who have been confirmed in the Lutheran faith, accept the confessional standard of Article 3 of this Church's First Amended and Restated Constitution (the "Constitution"), and are familiar at least with the contents of *Luther's Small Catechism*, and are not members of organizations whose principles and conduct conflict with the Word of God.

3.3 Voting Members are Communicant Members who have reached the age of 18 years, have been received by the Voting Members and have signed the Constitution, including all current Communicant and Voting Members who have been recognized in such status before the 1997 amendments to these Articles of Incorporation.

The manner of reception and admission of the Church's Members shall be established in the Church's Constitution and its First Amended and Restated Bylaws (the "Bylaws").

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#### ARTICLE 4

#### BOARD OF DIRECTORS

The business affairs and all corporate powers of the Church shall be managed by a Board of Directors, otherwise known as the Church Council (the "Church Council") consisting of eleven (11) persons, and to be selected, serve or removed as provided in the Bylaws of the Church. The Members of the Church Council who shall serve until the election of their successors, except for the Senior Pastor, who is and shall be an ex-officio voting member of the Church Council, are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
President:	<u>Robert Fuerstenau</u>	<u>800 Southwest 12th Avenue Boca Raton, Florida 33486</u>
Vice President:	<u>John Dover</u>	<u>2632 Northwest 29th Avenue Boca Raton, Florida 33434</u>
Assistant Vice President:	<u>Clyde Barbieri</u>	<u>963 Lake Wyman Road Boca Raton, Florida 33431</u>
Secretary:	<u>Nancy Fuerstenau</u>	<u>800 Southwest 12th Avenue Boca Raton, Florida 33486</u>
Treasurer:	<u>Morgan Zook</u>	<u>243 Northwest Ninth Terrace Boca Raton, Florida 33486</u>
Chairperson - Christian Day School Ministry:	<u>Ingrid Johanson</u>	<u>403 Northwest 72nd Street Boca Raton, Florida 33487</u>
Chairperson - Family Life Ministry:	<u>Chuck Hovan</u>	<u>10806 Cypress Bend Blvd. Boca Raton, Florida 33498</u>
Chairperson - Elders Ministry:	<u>Paul Platte</u>	<u>5438 214th Court South Boca Raton, Florida 33486</u>
Chairperson - Stewardship Ministry:	<u>Charles Anderson</u>	<u>708 Northwest Seventh St. Boca Raton, Florida 33486</u>

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Chairperson -  
Properties  
Ministry : Pat Heffernan 9574 Carosel Drive  
Boca Raton, Florida 33434

Senior Pastor: Dennis Glick 79 Southwest 15th Avenue  
Boca Raton, Florida 33486

#### ARTICLE 5

##### OFFICERS

The officers of the Church shall be a President, Vice President, Assistant Vice President, Secretary, Treasurer and such other Committee Chairpersons, officers, directors or administrators as the Church Council may from time to time create by resolution. Officers shall be elected, serve and be removed as provided in the Bylaws of the Church.

The officers of this Church who shall serve until the election of their successors are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
President:	<u>Robert Fuerstenau</u>	<u>800 S.W. 12th Avenue</u> <u>Boca Raton, FL 33486</u>
Vice President:	<u>John Dover</u>	<u>2632 N.W. 29th Ave.</u> <u>Boca Raton, FL 33434</u>
Assistant Vice President:	<u>Clyde Barbieri</u>	<u>963 Lake Wyman Rd.</u> <u>Boca Raton, FL 33431</u>
Secretary:	<u>Nancy Fuerstenau</u>	<u>800 S.W. 12th Avenue</u> <u>Boca Raton, FL 33486</u>
Treasurer:	<u>Morgan Zook</u>	<u>243 NW Ninth Terrace</u> <u>Boca Raton, FL 33486</u>

#### ARTICLE 6

##### DURATION

The Church shall exist perpetually.

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**ARTICLE 7  
AMENDMENTS**

These Articles of Incorporation may be amended pursuant to the procedures outlined in the Bylaws pertaining to the amendment of Bylaws.

**ARTICLE 8  
INCORPORATORS**

The names and addresses of the initial incorporators of these First Amended and Restated Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Robert Fuerstenau</u>	<u>800 S.W. 12th Avenue Boca Raton, Florida 33486</u>
<u>Morgan Zook</u>	<u>243 NW Ninth Terrace Boca Raton, Florida 33486</u>
<u>John Dover</u>	<u>2632 N.W. 29th Avenue Boca Raton, Florida 33486</u>

**ARTICLE 9**

**REGISTERED AGENT AND OFFICE**

The name of the Registered Agent for the Church and his address are:

August Brown  
c/o St. Paul Lutheran Church and School  
701 West Palmetto Park Road  
Boca Raton, Florida 33486

IN WITNESS WHEREOF, for the purpose of filing these Articles of Incorporation for this not-for-profit corporation under the laws of the State of Florida, I, the undersigned, being the President of the Church Council of this corporation, and pursuant to Resolution of the Church Council, and vote of the Voting Members at a duly called Voting Members' meeting, have executed these First Amended and Restated Articles of Incorporation this 17th day of August, 1997

OCT 24 '97 15:24 FROM:RM&W,P.A.

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Dated: October 12, 1997.

St. Paul Evangelical Lutheran  
Church of Boca Raton, Florida, Inc.

By Robert J. Fuerstena  
Its President ROBERT FUERSTENAU

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OCT 24 '97 11:16 FROM:RM&W,P.A.

T-200 P.11/11 F-306

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501 of the Florida Statutes, the corporation, St. Paul Evangelical Lutheran Church of Boca Raton, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

The name and address of the registered agent/registered office is:

August Brown  
c/o St. Paul Lutheran Church and School  
701 West Palmetto Park Road  
Boca Raton, Florida 33486

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: OCTOBER 11, 1997.

  
Registered Agent

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August 18, 1997