

N03654

(Requestor's Name)

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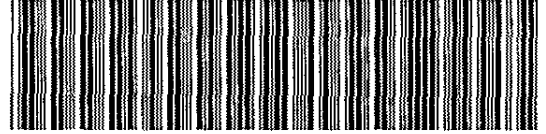
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07 AUG 29 PM 1:16
TALLAHASSEE, FLORIDA

Amevded &
Restated
Art. SF

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: CENTRAL BAPTIST CHURCH OF THE HALIPAX AREA, INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JIM SCOTT
Name (Printed or typed)

142 FAIRVIEW AVE
Address

DAYTONA BEACH, FL 32114
City, State & Zip

386-255-2588
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 2, 2007

Jim Scott
142 Fairview Ave
Daytona Beach, FL 32114

SUBJECT: CENTRAL BAPTIST CHURCH OF THE HALIFAX AREA
Ref. Number: N03654

We have received your document for CENTRAL BAPTIST CHURCH OF THE HALIFAX AREA and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the corporation as currently filed with this office is as reflected above (without INC.). If you wish to change the name of the corporation to the name reflected in Article I of your document, you must list the current name in the heading of your document and the Amended and Restated Articles of Incorporation will also reflect the name change. If you do not intend to change the corporation name, please correct in all places.

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) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 307A00042362

8/28/07

Thank you for your assistance.

FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

CENTRAL BAPTIST CHURCH OF THE HALIFAX AREA
A Florida not for Profit Corporation

07 AUG 29 PM 1:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the initial Articles of Incorporation dated July 14, 1955 and recorded July 15, 1955 in Incorporation Book 11 at page 8 et seq in the Office of the Clerk of Court, Volusia County, Florida were amended by instrument dated May 7, 1984 and October 17, 1990, and ,

WHEREAS, with notice duly and properly given, the Members of Central Baptist Church of The Halifax Area (hereinafter "Church"), after full and fair discussion, are desirous of amending and restating the Articles of Incorporation, in order to comply with the provisions of Chapter 617 of the Florida Statutes and to provide for governance of the ministerial and business functions of the Church; and, further, the Members have directed and authorized the undersigned Chairperson of the Board of Trustees and Clerk to file the same with the Secretary of State of Florida, Corporate Division;

NOW THEREFORE, we the undersigned officers of the Church, in furtherance of the instructions and authority given to us by the Members, hereby file these Amended and Restated Articles of Incorporation as required by law.

ARTICLE I
NAME, CORPORATE SEAL
AND BUSINESS ADDRESS

The name of the corporation shall be: CENTRAL BAPTIST CHURCH OF THE HALIFAX AREA, a Florida not-for-profit corporation." The corporate seal of the corporation shall include the words, "a Florida not-for-profit corporation."

The business address of the corporation is 142 Fairview Avenue, Daytona Beach, FL 32114

ARTICLE II
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III
COMMENCEMENT OF EXISTENCE

The corporation commenced its existence on May 15, 1955, the date of filing of its initial Articles of Incorporation as set forth above.

ARTICLE IV
PURPOSES

The purposes of the corporation are to enlist, develop and maintain a fellowship of believers in Jesus Christ who with the New Testament as a guide for faith and practice, shall seek to manifest the Life and Spirit of Christ in all things. It is the further and equal purpose of the Church to elicit, combine and direct the support of its Members for the public worship of God, making Christian disciples and the support of missions and ministries locally and worldwide.

ARTICLE V
POWERS

- A. To exercise all of the powers and authority conferred by the laws of Florida relating to Corporations not for profit; and,
- B. To establish, receive and maintain a fund or funds for the ministries of the Church; and, to that end, to take and receive by gift, grant, bequest, devise or otherwise any and all property of any sort or nature, without limitation as to amount or value, and to manage, administer, invest, reinvest, and dispose of the same; to establish and administer endowment funds; from time to time pay and apply the funds and property of the corporation, including the principal as well as the income thereof, for the support of charitable and religious works of the Church.
- C. Subject to the limitations and conditions contained in any gift, devise or bequest, to invest its funds in such mortgages, bonds, debentures, shares of preferred and common stock and other securities and property as it's trustees shall deem advisable, and to that end to purchase, sell mortgage, lease, ledge, encumber, assign and transfer the same.
- D. To the extent permitted by law, to do everything necessary or proper for the carrying out of the foregoing purposes.

ARTICLE VI
MEMBERS

Every person interested in the purposes of the Church shall be eligible to be a Member, subject to such requirements and classifications as may be prescribed by the Bylaws.

ARTICLE VII
THE BUSINESS FUNCTIONS OF THE CHURCH

Section 1. BOARD OF TRUSTEES

- A. The Board of Trustees shall establish and promulgate the policies by which the business functions of the Church shall be managed and oversee the performance of those functions.
- B. The number and qualifications of Trustees shall be established by the Bylaws.

- C. The members of the Board of Trustees shall be elected by the Members of the Church at the annual meeting in accordance with the Bylaws, and shall hold offices for three years or until their successors are elected. Vacancies in the Board of Trustees shall be filled by election by the membership at any regular business meeting in the manner required by the Bylaws.
- D. In their first meeting following the annual meeting and election of the Trustees, the Board of Trustees shall elect one of their number as Chairperson, one as Vice-Chairperson and one as Secretary each of whom shall hold office for one year or until their successors are elected.
- E. The responsibilities, duties and authority of the Trustees are set forth in the Bylaws.

Section 2. OFFICERS

- A. The business functions of the Church shall be managed and performed by the officers in accordance with the policies established from time to time by the Board of Trustees.
- B. The business officers who shall manage the business functions of the Church are:
 1. A Chairperson, who shall be elected by the Trustees, shall preside at all meetings of the Board of Trustees and serve as chief executive officer of the Church;
 2. A Vice-Chairperson who shall be elected by the Trustees shall perform duties of the Chairperson in the absence of the Chairperson;
 3. A Moderator who shall be elected by the Members of the Church at the annual meeting and be responsible for the performance of the duties set forth in the Bylaws;
 4. A Vice Moderator who shall be elected by the Members of the Church at the annual meeting and be responsible for the performance of the duties set forth in the Bylaws;
 5. A Clerk, who shall be elected by the Members of the Church at the annual meeting and be responsible for the performance of the duties set forth in the Bylaws;
 6. A Treasurer who shall be elected by the Members of the Church at the annual meeting and be responsible for the performance of the duties set forth in the Bylaws;
 7. Such other officers as may be authorized by the Bylaws
 8. Length of terms for the Moderator, Vice Moderator, Clerk, & Treasurer shall be specified in the Bylaws.

ARTICLE VII
THE MINISTERIAL FUNCTIONS OF THE CHURCH

Section 1. DEACONS

- A. All members of the Deacon Body shall be Members of the Church and shall serve as Spiritual Leaders of the Church. The number of deacons and their qualifications shall be set forth in the Bylaws.
- B. In their first meeting following their election, the Deacons shall meet and choose one of their number as Chair, another as Vice-Chair, and another as Secretary. Terms of the officers shall be as specified in the Bylaws.
- C. The Deacons shall counsel with the Pastor in the spiritual programs of the Church and shall perform such other functions as may be prescribed in the Bylaws

Section 2. PASTOR

- A. The Ministerial functions of the Church shall be led by the Pastor (which term shall include Pastors or Co-Pastors) in accordance with the policies established from time to time by the Deacons.
- B. A Pastor shall be chosen and called by the Church whenever a vacancy occurs and shall be elected by the membership in the manner set forth in the Bylaws.
- C. The functions, duties and authority of the Pastor shall be as prescribed by the Bylaws.

ARTICLE VIII
BYLAWS

The Members of the Church shall adopt Bylaws for the conduct of the Church's business and ministerial functions and the carrying out of its purposes as they may deem necessary.

The Bylaws may be amended, altered or rescinded by the Members of the Church at any regular or special meeting called for that purpose.

ARTICLE IX
INDEMNIFICATION

- A. The Church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a trustee, deacon, director, officer, employee, or agent of the Church, or is or was serving at the request of the Church as a trustee, deacon, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Church, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the church, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.
- B. The Church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the Church to procure a judgment in its favor by reason of the fact that the person is or was a trustee, deacon, director, officer, employee, or agent of the corporation, or is or was serving at the request of the Church as a trustee, deacon, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in

good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Church and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of the person duty to the Church unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such other court shall deem proper.

- C. To the extent that any person referred to in paragraphs A. and B. of this article has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.
- D. Any indemnification under paragraphs A. and B. of this Article (unless ordered by a court) shall be made by the Church only as authorized in the specific case upon a determination that indemnification of the trustee, deacon, director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in paragraphs A and B of this Article. Such determination shall be made (a) by the board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, by the Members.
- E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Church in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of the trustee, deacon, director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Church as provided in this Article IX.
- F. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action the person official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a trustee, deacon, director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
- G. The Church shall have power to purchase and maintain insurance on behalf of any person who is or was a trustee, deacon, director, officer, employee or agent of the Church, or is or was serving at the request of the Church as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this Article IX.

ARTICLE X
LIMITATIONS ON ACTIVITIES

No part of the net earning of the Church shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except the Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance for the purposes of the Church. No substantial part of the activities of the Church shall be the carrying on 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 these articles, the Church shall not carry on any other activities not permitted to be carried on by a Church exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), or a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI
CHURCH INDEBTEDNESS

The amount of indebtedness or contractual liability to which the Church may from time to time subject itself and its properties shall be established by the Members of the Church upon a recommendation of not less than two thirds of all members of the Board of Trustees. The approval by the Members of the Church may be made at the annual or any special business meeting duly called and noticed for that purpose.

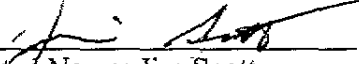
ARTICLE XII
DISTRIBUTION OF ASSETS UPON DISSOLUTION


No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Church and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Members which have qualified for exemption under Section 501 (C) (3) of the Internal Revenue code and none of the assets will be distributed to any member, officer, or director of the Church, provided, however, that the Church may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporate member described in Section 501(c)(3) of the code.

ARTICLE XIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Church is 142 Fairview Ave., Daytona Beach, Florida 32114, and the name of the initial registered agent of the Church at the address is Jim Scott.

IN WITNESS WHEREOF, We have signed these Amended and Restated Articles of Incorporation as an authorized representative of the Members and acknowledged them to be their act this 27th day of May, 2007.


Printed Name: Jim Scott
Chairperson, Board of Trustees

Attest: 
Printed Name: Angrid Weeks
Clerk

STATEMENT ACCEPTING APOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated Corporation not-for-profit at the place designated in this statement. I am familiar with and accept the obligations of my position as registered agent under Chapter 617, Florida Statutes. (In accordance with section 617.0503, Florida Statutes, the execution of this statement constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Signature of Registered Agent

Jim Scott
Typed or printed name of Registered Agent

Filing Fee: \$ 35⁰⁰ for Articles of Organization
\$ 35⁰⁰ for Designation of Registered Agent