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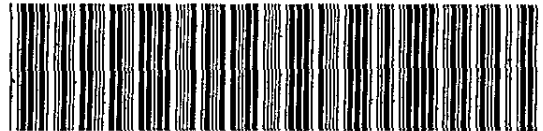
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*Amend NC
T. Lewis*

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04 AUG -2 PM 1:47
2004

S. DAVID COX, Esquire

Law Offices of
S. DAVID COX, Chartered

1831 NW 13th Street, Suite 6
Post Office Box 2958
Gainesville, FL 32602
(352) 375-1202
Fax (352) 375-0887

INTERNATIONAL CONSULTANT:

ASIA/PACIFIC RIM
FRANK CHIANG, LL.B., LL.M.*
(*INTERNATIONAL LAW, HARVARD)
SHANGHAI, P.R.C.

July 30, 2004

Florida Department of State

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

**RE: *Amended Articles of Incorporation
Covenant Baptist Church of Gainesville, Inc.***

Dear Sir or Madame:

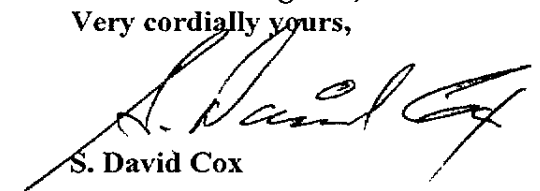
Enclosed herewith please find two originals of the Amended Articles of Incorporation relative to the above COVENANT BAPTIST CHURCH OF GAINESVILLE, INC. We wanted to have an originally executed copy stamped and returned to us, thus the two originals.

Also enclosed is a check in the amount of \$35.00, representing the filing fees for filing the amended articles of incorporation..

If there are any problems, please call me at 352-317-1217.

Thank you in advance for your cooperation in this matter.

**With kindest regards, I remain
Very cordially yours,**


S. David Cox

**SDC/lg
Enclosures**

AMENDED
ARTICLES OF INCORPORATION
OF

FILED
04 AUG -2 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVENANT BAPTIST CHURCH OF GAINESVILLE, INC.

TO CHANGE THE NAME OF THE CORPORATION TO

COVENANT CHURCH OF GAINESVILLE, INC.

AMENDMENT OF ARTICLES

This Amendment to the Articles of Incorporation was adopted by the members on May 16, 2004, for the purpose of changing the name of the corporation to COVENANT CHURCH OF GAINESVILLE, INC., and to declare that the term "Director" and "Trustee" are considered as the same.

PREAMBLE

For the more certain preservation and security of the principles of our faith, and to the end that this body may be governed in an orderly manner consistent with the accepted tenants of GOD'S WORD, the HOLY BIBLE, and more specifically, those of a NEW TESTAMENT CHURCH and for the purpose of preserving the liberties inherent in each in this body with respect to it's relation to other churches of the same faith, we declare and establish these Articles of Incorporation.

I - NAME AND REGISTERED ADDRESS

The name of this corporation shall be the COVENANT CHURCH OF GAINESVILLE, INC., and said corporation shall be located in the church building in Gainesville, Florida, at its registered address at 3115 NW 16th Avenue, Gainesville, Florida 32605, or at such other place as the Directors may from time to time designate.

II - NATURE, PURPOSE AND OBJECTS

This corporation will be a corporation not-for-profit, and the general nature, purpose and objects of this corporation shall be exclusively religious and spiritual, as set forth below:

a. To maintain a place of worship for all members of this corporation and for any born-again believers in the Lord Jesus Christ and, if desirable, to establish a Christian school.

b. To attempt to, but not limited to, maintain a program of activity and affiliation with any other church, association, convention or denomination of like faith and belief.

c. To do any and all things usual and necessary to further the aims and objects of the Lord Jesus Christ.

d. To serve as a legal entity to handle the business affairs of the Covenant Church of Gainesville with power to perform all acts not inconsistent with the aims and object of said church.

e. To perform all functions and to have all powers as permitted by Chapter 617, Florida Statutes 2004, and subsequent statutes, and such powers as corporations not-for-profit may otherwise now or hereafter have or acquire; provided, however, that this corporation, in exercising any one or more of such powers shall limit itself to those powers as provided or described in Section 501 (c) (3) of the Internal Revenue Code.

III - MEMBERSHIP

Qualifications of members and the manner of their admission are as follows: (a) All persons, who are the current members of this church, are automatically members of the corporation until such individual's membership in said church shall cease. (b) Those who meet the qualifications of membership as set forth below. When membership in said church shall cease, membership in the corporation shall automatically cease also. The classifications and requirements for membership shall be set forth in the Constitution and By-Laws.

IV - TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual unless otherwise directed by the Directors and affirmed by the corporation and church members. The term began on April 7, 1987, the date this corporation was originally approved by the Secretary of State, Tallahassee, Florida.

V - SUBSCRIBERS AND DIRECTORS

The name, office and residence of the subscriber of these Amended Articles of Incorporation, having been duly elected as a Director of the corporation is as follows:

NAMES

Joe D. Morgan,
Director, Trustee

RESIDENCES

5401 NW 14th Avenue
Gainesville, FL 32605

VI - DIRECTORS AND RESIDENT AGENT

The affairs of this corporation are to be managed by a Board of Directors, also known as Trustees, and their duly elected or appointed individual successors, subject to approval of the members of the corporation in the church in accordance with the By-Laws. The number of members of the Board of Directors, whose number shall not be less than three and whose term under these Articles of Amendment shall be until successors are elected, and whose members, term of office, manner of selection, and powers and duties of the Board of Directors who shall select its own Secretary and such other officers, shall be provided for in the By-Laws. Joe D. Morgan is the current Resident Agent, who will continue to serve as Resident Agent.

The Board of Directors shall perform those acts and execute those instruments as are required by law for Directors of a corporation, or any other legal requirements or any other matters directed by the church and shall have the responsibilities, duties, and privileges as designated by the church and as set forth in the By-Laws. The current Chairman of the Board and the President of the Corporation is Ron Marks. Thereafter, the Directors will select one of their number as the Chairman and the same or another as the President. The Directors shall select from its number, a Vice-Chairman, who shall be the Vice-President of the Corporation, a Secretary-Treasurer who shall be Secretary-Treasurer for the corporation, and other officers as may be provided for in the By-Laws. The number of directors, their terms of office, the manner of their selection, and duties and responsibilities shall be provided for in the By-Laws, provided however, that their number shall never be less than three. The current directors, their names and residences, are:

NAMES

Ron Marks,
Chairman, Director, Trustee

Larraine Benz,
Secretary, Director, Trustee

Edwina Hope
Director, Trustee

Joe D. Morgan,
Director, Trustee

Jim Skiles
Director, Trustee

RESIDENCES

2736 NW 22nd Terrace
Gainesville, FL 32605

9805 SW 37th Road
Gainesville, FL 32608

1919 NW 4th Avenue
Gainesville, FL 32603

5401 NW 14th Avenue
Gainesville, FL 32605

1605 NW 71st Street
Gainesville, FL 32608

VII - DISSOLUTION

In the event of dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an Internal Revenue Code, Section 501 (c) (3) exempt organization in accordance with the desires and wishes by the unanimous vote of the members present and voting at the last business meeting of the corporation, provided, however, that the recipient must be to a church, ministry or other organization or body which preaches The Word of The Lord and acknowledges the Lord Jesus Christ as The Son of God, The Lamb of God, which takes away the sin of the world, and the only way of salvation.

WHEREUNTO I have set my hand and seal as the Subscriber of this corporation this 30 day of July, 2004.

Joe D. Morgan
Joe D. Morgan - Director

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, personally appeared, Joe D. Morgan, (X) is known to me, or () who produced proof to me of his identification _____ to be the individual executing the foregoing Amended Articles of Incorporation.

Sworn to and subscribed before me this 30th day of July, 2004

(Seal)



S. David Cox
MY COMMISSION # DD243415 EXPIRES
August 20, 2007
BONDED THRU TROY FAIN INSURANCE, INC

[Signature]
NOTARY PUBLIC AT LARGE, STATE OF FLORIDA

ACCEPTANCE OF RESIDENT AGENT

I, Joe D. Morgan, hereby acknowledge that I know and understand the duties and responsibilities of being a Resident Agent and I accept the office of Resident Agent for this corporation and will duly perform the duties attendant thereto.

Joe D. Morgan
Joe D. Morgan