

# N42829

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## BASIC AMENDMENT

FLORIDA BAPTIST FINANCIAL SERVICES, INC.

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**ARTICLES OF AMENDMENT AND RESTATEMENT OF  
THE ARTICLES OF INCORPORATION  
OF  
FLORIDA BAPTIST FINANCIAL SERVICES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. The name of this Corporation is Florida Baptist Financial Services, Inc.

B. Amendments to the Articles of Incorporation were adopted on December 12, 2002, by the Board of Directors of the Corporation pursuant to Sections 617.1001, 617.1002 and 617.1007, Florida Statutes (2001), to amend Article V regarding the Board of Directors and to add new Articles X regarding Indemnification, XI regarding Bylaws and XII regarding Amendments, as follows:

**"ARTICLE V**

The Board of Directors shall consist of not less than twelve nor more than thirty members, which number may be increased or decreased from time to time as authorized by the Florida Baptist State Convention, plus one ex-officio director, the President, who shall be without a vote. The Board of Directors may increase their number by a two-thirds (2/3) affirmative vote of those present at the annual meeting or such other meeting called in which a quorum exists. The final approval of an increase in the total number of members of the Board of Directors shall reside with the Florida Baptist State Convention or the State Board of Missions acting on behalf of the Florida Baptist State Convention. The method of election of the Board of Directors shall be as stated in the Bylaws."

**"ARTICLE X**

Directors, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law."

**"ARTICLE XI**

The Board of Directors shall adopt Bylaws for the Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors."

**"ARTICLE XII**

The Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments shall not become effective until approved by the Florida Baptist State Convention or the State Board of Missions acting on behalf of the Florida Baptist State Convention."

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There are no other amendments to the Articles of Incorporation, except as stated above.

C. The Board of Directors of the Corporation was entitled to vote on these amendments, and the number of votes cast for the amendments was sufficient for approval by the Board of Directors. There are no Members entitled to vote.

D. The Amended and Restated Articles of Incorporation, as set forth below, supersede the original Articles of Incorporation and all amendments to them.

E. The Board of Directors of this Corporation and the Florida Baptist State Convention have approved the amendment and restatement of the Articles of Incorporation, as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FLORIDA BAPTIST FINANCIAL SERVICES, INC.**

**ARTICLE I**

The name of this Corporation shall be Florida Baptist Financial Services, Inc.

**ARTICLE II**

The duration of this Corporation is perpetual, unless dissolved according to law.

**ARTICLE III**

The Corporation shall be operated exclusively for educational, religious and charitable purposes within the meanings of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue laws) (the "Code"). The general nature and purposes of the Corporation shall be religious and charitable, and the Corporation shall generate resources for the churches, associations, institutions and agencies of the Florida Baptist Convention and Southern Baptist Convention and those programs and ministries associated with the Florida Baptist Convention and Southern Baptist Convention. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the Corporation shall be distributable to or inure to the benefit of its officers or directors or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in this Article III. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise

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attempting to influence legislation, and the Corporation 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 hereof, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE IV

The Corporation shall have no Members.

#### ARTICLE V

The Board of Directors shall consist of not less than twelve nor more than thirty members, which number may be increased or decreased from time to time as authorized by the Florida Baptist State Convention, plus one ex-officio director, the President, who shall be without a vote. The Board of Directors may increase their number by a two-thirds (2/3) affirmative vote of those present at the annual meeting or such other meeting called in which a quorum exists. The final approval of an increase in the total number of members of the Board of Directors shall reside with the Florida Baptist State Convention or the State Board of Missions acting on behalf of the Florida Baptist State Convention. The method of election of the Board of Directors shall be as stated in the Bylaws.

#### ARTICLE VI

The name and address of the incorporator are:

Charles N. Suttles  
245 Riverside Avenue  
Jacksonville, Florida 32202

#### ARTICLE VII

The name of the officer who is to manage the affairs of the Corporation until the first election or appointment under the Charter and Bylaws shall be:

Chairman of the Board

Charles N. Suttles, 245 Riverside Avenue,  
Jacksonville, Florida 32202

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**ARTICLE VIII**

The name and street address of the registered agent of the Corporation are Eddie L. McClelland, 1320 Hendricks Avenue, Jacksonville, Florida 32207.

**ARTICLE IX**

**DISPOSITION OF ASSETS UPON DISSOLUTION**

In the event of termination or dissolution or winding up of the affairs of the Corporation in any manner or for any reason whatsoever, the Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the remaining assets and property of the Corporation exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes to organizations associated with the Florida Baptist Convention or Southern Baptist Convention that are then exempt from taxation under Section 501(c)(3) of the Code and to which contributions are then deductible under Section 170(c)(2) of the Code, or to the local, state or federal government exclusively for public purposes.

**PRIVATE FOUNDATION PROVISIO**

In the event that the Corporation is ever determined or deemed by the Internal Revenue Service to be a "private foundation" within the meaning of Section 509(a) of the Code, during the continuance of such status:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE X**

Directors, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.

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**ARTICLE XI**

The Board of Directors shall adopt Bylaws for the Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.

**ARTICLE XII**

The Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments shall not become effective until approved by the Florida Baptist State Convention or the State Board of Missions acting on behalf of the Florida Baptist State Convention.

IN WITNESS WHEREOF, Florida Baptist Financial Services, Inc. has caused these Articles of Amendment and Restatement of the Articles of Incorporation to be signed in its name by its President this 27<sup>th</sup> day of February, 2003.

**FLORIDA BAPTIST FINANCIAL  
SERVICES, INC.**

By:   
Eddie L. McClelland, President

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