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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Daytona Beach (FL) Assembly Hall of Jehovah's Witnesses, Inc.

DOCUMENT NUMBER: N94000002986

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

Please return all correspondence concerning this matter to the following:

Larry R. Goodwin

(Name of Contact Person)

Daytona Beach (FL) Assembly Hall of Jehovah's Witnesses, Inc.

(Firm/ Company)

Post Office Box 9357

(Address)

Daytona Beach, Florida 32120-9357

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Larry R. Goodwin

(Name of Contact Person)

at (904) 219-6443

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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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
409 E. Gaines Street
Tallahassee, FL 32399

ARTICLES OF AMENDMENT AND RESTATEMENT

of the

ARTICLES OF INCORPORATION

of

DAYTONA BEACH (FL) ASSEMBLY HALL OF JEHOVAH'S WITNESSES, INC.

FILED
05 JAN - 6 PM 12:36
STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following Articles of Amendment and Restatement of its Articles of Incorporation:

FIRST: The Amended and Restated Articles of Incorporation of the Corporation (the "Amended and Restated Articles") are set forth in EXHIBIT "A".

SECOND: The Articles of Amendment and Restatement were adopted as of December 20, 2004.

THIRD: The Amended and Restated Articles were adopted by the unanimous consent of the members/directors and the number of votes cast for the amendment and restatement was sufficient for approval.

Signed this 20th day of December, 2004.

DAYTONA BEACH (FL) ASSEMBLY
HALL OF JEHOVAH'S WITNESSES, INC.

By: Wilfred B. Carpenter, Jr.
Wilfred B. Carpenter, Jr.
President

By: S. W. Patchett
S. W. Patchett
Secretary

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DAYTONA BEACH (FL) ASSEMBLY HALL OF JEHOVAH'S WITNESSES, INC.

ARTICLE I

The name of this corporation is **DAYTONA BEACH (FL) ASSEMBLY HALL OF JEHOVAH'S WITNESSES, INC.**

ARTICLE II

- A. This is a not for profit corporation organized solely for general charitable purposes pursuant to the provisions set forth in the Florida Corporations Not For Profit Law contained in Chapter 617 of the Florida Statutes 1993.
- B. The specific purpose(s) for which the corporation is organized is to hold title to real property and to operate one or more places of religious assembly, religious conference, and/or public worship for Jehovah's Witnesses and other persons interested in the faith and worship of Jehovah's Witnesses.

ARTICLE III

The corporation shall have members. The number of members, members' qualifications, the manner of electing members, and other matters pertaining to members shall be as provided in the Bylaws.

ARTICLE IV

- A. There shall be no less than three directors. The business and affairs of the corporation shall be managed by and under the direction of the Board of Directors.
- B. Directors' qualifications, the manner of electing directors, and other matters pertaining to directors shall be as provided in the Bylaws.

ARTICLE V

- A. The property of this corporation is irrevocably dedicated to religious purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of 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 the purposes set forth herein.
- B. Except as otherwise provided by the Articles of Incorporation, upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, the Board

of Directors shall distribute all of the remaining assets of the corporation to Watchtower Bible and Tract Society of New York, Inc., which is organized and operated exclusively for religious, educational, and charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. If Watchtower Bible and Tract Society of New York, Inc., is not then in existence and exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code), then the remaining assets shall be distributed to any organization designated by the ecclesiastical Governing Body of Jehovah's Witnesses that is organized and operated exclusively for religious purposes and is a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code).


ARTICLE VI

- A. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- B. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities: (1) that would cause it to lose exemption from federal income tax as allowed under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); or (2) not permitted by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue law).
- C. No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office.

The foregoing amendment and restatement of Articles of Incorporation was fully approved at the said meeting by a majority of the members of the corporation being present and unanimously voting to approve the amendment. The wording of the amended Articles as approved by the members is the same as set forth in the resolutions of the members and the Board of Directors above.

DATE: DECEMBER 20, 2004


Wilfred B. Carpenter, Jr.
President


S. W. Patchett
Secretary