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(Requestor's Name)

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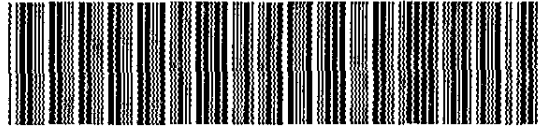
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TALLAHASSEE, FLORIDA

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REPLY TO: o TAMPA
g NORTH TAMPA

June 3, 2003

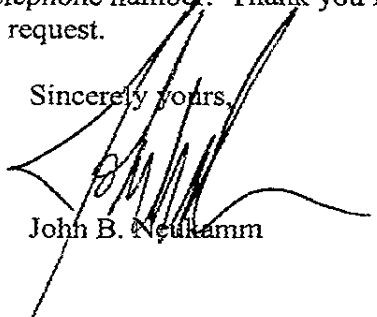
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

RE: Filing of Amended & Restated Articles of Incorporation for South Florida
Progressive Primitive Baptist District Association, Inc.

Dear Sir or Madam:

I have enclosed Amended & Restated Articles of Incorporation for South Florida Progressive Primitive Baptist District Association, Inc., for filing with your office, together with a check in the amount of \$35.00 to cover the filing fee. Please arrange for the enclosed Amended Articles to be filed. If you have any questions or comments regarding this matter, please direct them to me at the above address or telephone number. Thank you for your cooperation and assistance in connection with this request.

Sincerely yours,


John B. Neukamm

Enclosures

cc: Dr. Willie J. Williams,
President and Moderator
South Florida Progressive Primitive Baptist District Association, Inc.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA PROGRESSIVE PRIMITIVE
BAPTIST DISTRICT ASSOCIATION INC.

FILED
03 JUN -9 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes and acknowledges these Amended and Restated Articles of Incorporation for the purpose of amending and restating the Articles of Incorporation filed on September 6, 1995, by South Florida Progressive Primitive Baptist District Association, Inc., a not-for-profit corporation. These Amended and Restated Articles of Incorporation were unanimously adopted by the Board of Directors and Members of the corporation on December 14, 2001, and on February 9, 2002, respectively, and shall be effective upon filing with the Florida Secretary of State.

ARTICLE I

Name and Principal Office

The name of the corporation shall be South Florida Progressive Primitive Baptist District Association Inc. The principal office and mailing address of the corporation shall be in Hillsborough County, Florida, at 1223 North Nebraska Avenue, Tampa, Florida 33602.

ARTICLE II

Term of Existence

The corporation shall have perpetual existence, commencing on September 6, 1995.

ARTICLE III

Purpose

This corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as that Section may from time to time be amended. The purposes for which this corporation is organized are as follows:

- (a) To serve as the examining and governing board for member churches for ordinations, Presbytery examinations, general dispute resolutions, and other church functions as may be necessary or appropriate.
- (b) To empower Auxiliary churches to establish annual meetings and provide scholarship aid to qualified students of member churches.
- (c) To provide training and doctrinal teaching to members of member churches.

(d) To do any lawful acts and things alone or in cooperation with other persons or organizations which may be necessary, useful, suitable, or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the corporation.

ARTICLE IV

Powers

Subject to the provisions of Article III, the corporation shall have all powers conferred by the laws of the State of Florida upon not-for-profit corporations.

ARTICLE V

Membership

The members of the corporation shall be the Primitive Baptist Churches that are presently members of the corporation and such other churches as, from time to time hereafter, may become members, upon qualifications and in the manner provided for in the corporation's Bylaws.

ARTICLE VI

Registered Office and Agent

The street address of the initial registered office of the corporation shall be 1223 North Nebraska Avenue, Tampa, Florida, and the name of its initial registered agent at such address shall be Dr. Willie J. Williams.

ARTICLE VII

Board of Directors

(a) The corporation shall be managed by a Board of Directors, appointed as provided for in the corporation's Bylaws.

(b) The number of directors may be changed from time to time as provided for in the corporation's Bylaws, but shall never be fewer than one.

(c) The term of service for each director may be changed from time to time as provided for in the corporation's Bylaws.

ARTICLE VIII

Bylaws

(a) The power to adopt bylaws for the corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of the corporation.

(b) The bylaws of the corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Restated Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

ARTICLE IX

Amendment

These Restated Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

Use of Income

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any officer, director or other private individual (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the corporation and reimburse individuals for reasonable expenses incurred for the benefit of the corporation), and no director or officer of the corporation nor any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. Upon dissolution, the net assets of the corporation shall be distributed equally among the churches that are members of the corporation that qualify for exemption from federal income taxes under Section 501(c)(3) of the Internal Revenue Code, as that Section may be amended from time to time.

ARTICLE XI

Prohibited Activities

Notwithstanding any other provision in these Restated Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as that Section may be amended from time to time.

Willie Williams
Dr. Willie B. Williams, President and
Moderator