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**N98000002173**

February 11, 1999

REPLY TO:

Merritt Island  
WRITER'S E-MAIL ADDRESS:  
JHEDMAN@DEANMEAD.COM

Corporate Records Division  
Florida Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

400002775684--6  
-02/15/99--01118--006  
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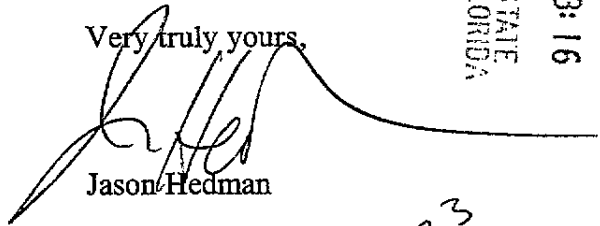
Re: Articles of Amendment to Certificate of Incorporation of The Greater  
Mount Moriah Missionary Baptist Church of Melbourne, Florida, Inc.  
Our File No.17059/30057

Gentlemen:

Enclosed herewith for filing with your office please find original and copy of  
Articles of Amendment to Certificate of Incorporation for The Greater Mount Moriah Missionary  
Baptist Church of Melbourne, Florida, Inc., together with this firm's trust account check in the  
amount of \$43.75 in payment of the requisite filing fees. Kindly return to the undersigned a  
certified copy of the Articles of Amendment stamped with the date of filing.

Thank you for your assistance in this matter.

Very truly yours,



Jason Hedman

FILED  
FEB 15 PM 3:16  
TALLAHASSEE, FLORIDA  
CLERK OF STATE

JH:RGN  
Enclosures

cc: The Greater Mount Moriah Missionary  
Baptist Church of Melbourne, Florida, Inc.  
Attn.: Elese G. Banks, President  
(with enclosure)

F:\RNLTR\FLASECSTATE.6

*Handwritten notes:*  
OK  
12/28/98 Amend + Restate  
WP \* cert copy  
2-15-99

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE GREATER MOUNT MORIAH MISSIONARY BAPTIST  
CHURCH OF MELBOURNE, FLORIDA, INC.**

Pursuant to Chapter 617, *Florida Statutes* (1997), of the Florida Not-for-Profit Corporation Act, the undersigned Corporation adopts the following Amended and Restated Articles of Incorporation, the original Articles of which Corporation were adopted by the Board of Directors on January 29, 1981, and subsequently first amended on April 14, 1998:

FIRST: The name of the Corporation is:

THE GREATER MOUNT MORIAH MISSIONARY BAPTIST CHURCH  
OF MELBOURNE FLORIDA, INC.

SECOND: The following amended and restated Articles of Incorporation were adopted by the Corporation:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE GREATER MOUNT MORIAH MISSIONARY BAPTIST  
CHURCH OF MELBOURNE, FLORIDA, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation not for profit, under the laws of the State of Florida, providing for the formation, liabilities, rights an privileges, and immunities of Corporations not for profit under the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS: The name of the Corporation shall be:  
THE GREATER MOUNT MORIAH MISSIONARY BAPTIST

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
99 FEB 15 PM 3:16  
FILED

CHURCH OF MELBOURNE, FLORIDA, INC.,

and its address shall be 3125 So Main Street, Melbourne, Florida 32901, or as may be changed from time to time in the Corporation's By-Laws.

ARTICLE II

PURPOSE: This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

NATURE OF BUSINESS: The general nature of the business to be transacted by this Corporation in furtherance of the Corporation's purpose, shall be:

- A. To respond to the leading of the Holy Spirit; to seek diligently to win the lost to a saving knowledge of Christ; to provide opportunities for public worship; to sustain the ordinances, doctrines and ethics set forth in the New Testament; to nurture one another through a program of Christian education and music; to channel offerings to the support of the kingdom; to preach and propagate among all people the Gospel of the revelation of God through Jesus Christ as Lord and Savior.
- B. To organize, create, foster, and encourage and affiliate with corporations, associations, organizations, or groups, and to designate each of said organizations as affiliated with this Corporation and to revoke any such franchise or permit, all on such terms and conditions as shall be provided in the By-Laws of this Corporation.
- C. To make such gifts for educational, religious, scientific or other charitable purposes as may be authorized by the Corporation's membership provided that such gift shall not jeopardize the Federal Income tax exemption of the corporation.
- D. To publish or otherwise acquire, own, hold, sell, assign, transfer, mortgage, pledge and otherwise deal in any type or property, either real or personal, including shares of stock, securities and bonds of other corporations or governments, for any purpose whatever relating to the objectives of this Corporation and to borrow money and contract to repay the same, to issue as security therefore notes, mortgages and other evidence of indebtedness and security.
- E. To solicit and accept gifts of money and property in order to carry out the purpose as set forth herein.

F. The power to do all things incidental or necessary to carry on the above-mentioned objects and purposes, including power to manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest, trade-in, deal-in goods, wares, merchandise, real and personal property and services of every class, kind and description and to do all things except as set forth herein as fully and to the same extent as natural persons might or could do, subject to the following limitations:

1. No part of the net earnings of the Corporation shall enure to the benefit of, or be distributable to its members, directors, officers, or other private persons 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 purpose set forth in Article II hereto. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

a. By a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue Law) or;

b. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

2. Upon the dissolution of the Corporation, the Board of Directors/Trustee shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and shall at time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors/Trustee shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County of which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

3. This Corporation shall not conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance, cooperative association, fraternal benefit society, professional service corporation, state fair or exposition.

#### ARTICLE IV

A. The membership of this Corporation shall consist of the undersigned incorporator and those persons who may subsequently be admitted to membership as set forth hereafter; provided, however, that no person shall be admitted to a membership unless such person has expressed a desire to unite with the church body for the purpose of Christian fellowship, Christian service and Christian growth.

1. Church Members: Church members shall have the right to vote on any church matters. Church membership shall be achieved as follows:

- a. By professing belief that Jesus Christ is the Son of God;  
and
- b. By accepting Him as Savior and endeavoring to follow him as Lord and Savior; and
- c. By having been Scripturally baptized; and
- d. By committing oneself to the purpose of this Corporation, its charter and By-Laws, and by accepting the Article of Faith; and
- e. By accepting the Church Covenant as a spiritual goal and by the aid of the Holy Spirit, endeavoring to live up to the standards contained therein; and
- f. By completing membership orientation sessions or their equivalent; and
- g. By having been counseled by the pastor and Deacons, and as more specifically provided in the Corporation's By-Laws; and
- h. By being recommended for such membership by majority vote of a committee of the Board and approved by a majority vote of the church membership present at any regularly called meeting or special meeting.

2. Board of Directors/Trustee: Members shall be full members of the Corporation and entitled to vote in all matters affecting the Church and Corporation to the extent set forth in these Articles and the Corporation's By-Laws. The Board of Directors/Trustee shall be achieved as follows:

a. By first becoming a church member and remaining a church member for a provisional period to be established and set forth in the By-Laws.

b. After the foregoing criteria are met, by being elected to such membership by a majority vote of the church membership, at a meeting properly called at which a quorum of its members is present.

c. The manner of expulsion or suspension of individual membership or Board of Director/Trustee membership shall be as follows

(1) For Cause: A majority of the Deacons present at any regular meeting or special meeting called for such purpose at which a quorum is present must recommend such action and set a date for such person to be heard by the Board. After such hearing, unless the Board reverses its prior action, it shall then cause the Secretary to send a notice to all corporate members that such members will be called on to vote on the suspension or expulsion of members at a particular meeting of the membership (which may be a regular meeting or special meeting). Provided that a majority of the church members present at such meeting vote to suspend or expel any member in accordance with the vote to suspend or to expel any member in accordance with the Board's vote, then such member shall be deemed at such time to be immediately suspended from memberships or expelled (as the case may be). No meeting of the membership to consider the expulsion of members shall be held on less than seven (7) days' notice to the members entitled to vote.

(2) Expulsion: Any member who shall fail to attend church for a period of eight (8) consecutive weeks shall be expelled from membership (unless such absence is excused by the Board of Deacons).

(a) The Secretary shall send such person not less than fifteen (15) days' notice of a meeting of

the Board of Deacons asking such person to appear and/or explain his or her absences;

(b) Unless the attendance of the person at such meeting is excused by the Board; if such person fails to respond in any manner, then such person will be considered inactive;

(c) No member or Incorporator shall have any vested rights, interest or privilege of, in, or to the assets, functions, affairs or franchises of the Corporation, or any rights, interest or privilege which may be transferrable or inheritable, or which shall continue if his membership ceases, or while he is not in good standing; provided, before his membership shall cease against his consent, he shall be given an opportunity to be heard unless he is absent from the county where the Corporation is located.

(d) There shall be no particular number of members necessary to be present (provided a reasonable notice of such meeting is given to the members) in order to constitute a quorum at any regular or special meeting of the membership and the number of members present shall in all cases be sufficient to transact any and all business of the Corporation in a manner to be set forth more specifically in the Corporation's By-Laws.

#### ARTICLE V

TERM OF EXISTENCE: The Corporation shall exist perpetually until dissolved in the manner provided by the laws of the State of Florida.

#### ARTICLE VI

BOARD OF DIRECTORS: The business of this Corporation shall be managed and its corporate powers exercised by a Board of not less than three (3) nor more than ten (10) members which shall be termed the Board of Directors/Trustee, which number may be set from time to time by the Corporation's By-Laws. The current Board of Directors shall be seven (7) in number who shall serve until their successors are elected. The terms of office of the members of said Board shall be not less than one nor more than three (3) years as may be provided from time

to time in the By-Laws. The President shall be Chairman of the Board and the other duties and obligations of each office shall be as set forth in the By-Laws, except as set forth hereafter. The corporate membership of the Corporation shall elect each member of said Director/Trustee from among the corporate members by a majority vote of the members present at a meeting called for such purpose and each meeting shall be held not less than yearly and in such manner as to be more specifically set forth in the Corporation's By-Laws. The presence of a majority of the Board shall be necessary to constitute a quorum to transact business and the act of a majority of the Board members present at a properly called meeting where a quorum is present shall be the act of the Board of Directors/Trustee. The meeting of the Board may be held within the State of Florida

The Corporation shall be empowered through its By-Laws to stagger the terms of office of the members of the Director/Trustee so that members of the Board are elected in different years. Should such a "stagger system" be chosen, all directors shall serve equal terms not to exceed three (3) years in length except for members elected to shorter terms to implement this procedure. Members of the church shall be empowered to replace vacancies on the Board by majority vote of the church present at any regular meeting or special meeting called for such purpose and the term of office given the person filling such vacancy shall be for the remainder of the term for which the person was originally elected whose office is being filled.

Members of the Board of Directors/Trustee shall be removed in the following manner:

A. For Cause: Any corporate member may make a motion to remove one or more Director/Trustee/Deacon at any regular meeting of the corporate membership or special meeting called for such purpose. If the motion is passed by a majority of the voting members present, then the meeting shall set a place, date, and time, for a meeting. The corporate secretary shall issue a notice of the meeting to be sent to each voting member giving the general reason for such a meeting; provided, however, that no meeting of the membership to consider the expulsion of one or more Board members shall be held on less than seven (7) days' notice to the members entitled to vote. If, at the meeting called for such purpose, two-thirds of the members present vote to remove a Director/Trustee/Deacon, then such Director/Trustee/Deacon shall be deemed removed from office and his term of office shall immediately cease.

B. Automatic Removal: Any Director/Trustee who shall miss three consecutive meetings of the Board shall be removed and his office deemed vacant at the end of the third such meeting unless his absence is excused by the Board; however, such meetings must be regular meetings of the Board or a special meeting where notice was sent to each member and the re-convening of a meeting shall not be considered a separate meeting for purpose of this paragraph.



ARTICLE VII

BOARD OF DIRECTORS: The names and addresses of the members of the Board of Directors of the Corporation who shall serve until their successors are duly elected and installed are as follows:

<u>Name and Address</u>	<u>Term of Office</u>
Eliese Banks 2206 Monroe Street, NE Palm Bay, Florida 32905	One Year
Bettye Key 3319 Henry Street Melbourne, Florida 32901	One Year
William Presley 805 University Boulevard Melbourne, Florida 32901	One Year
Herman Southern 2925 Lawrence Drive Melbourne, Florida 32901	One Year
Alexander Palmer 2239 Henry Street, NE Palm Bay, Florida 32905	One Year
Alfred Davis 900 E. Juanita Circle Melbourne, Florida 32901	One Year
Frank Chambers 815 E. Davis Street Melbourne, Florida 32901	One Year

ARTICLE VIII

OFFICERS: The officers of the Corporation shall be elected annually by the corporate membership and the officers shall be President, Vice-president, Secretary and

Treasurer. The names of the officers of the Corporation who are to serve until their successors have been elected and are duly qualified are as follows:

<u>Name</u>	<u>Office</u>
Elease Banks	President
Alexander Palmer	Vice-President
Bettye Key	Secretary
Herman Southern	Treasurer

#### ARTICLE IX

AMENDMENTS: Amendments to these Articles of Incorporation shall be approved by a majority vote of the Board of Director/Trustee proposed by them to the membership, and approval by the members present at any regular or special meeting by a majority vote of the corporate members present at any meeting of the membership. Notwithstanding the foregoing, no Amendment to these Articles of Incorporation shall be made or voted upon unless prior to the meeting of the membership when the vote is to be taken not less than seven (7) days' written notice shall have been given to all corporate members that these Articles are to be amended and accompanying each such notice shall be a written copy of the proposed Amendment. In addition to the foregoing method of amendment, these Articles may be amended with notice on unanimous approval of such amendment by the Board of Director/Trustee, together with approval of not less than two-thirds of the membership of the Corporation present.

The By-laws of the Corporation may be adopted, amended, revoked, or suspended by a majority vote of the church membership. Amendment of the By-laws may, in addition to the foregoing, be regulated as set forth therein, except that no such regulation shall conflict with the provisions of these Articles. The first By-Laws shall be adopted by the church membership at their first meeting.

#### ARTICLE X

REGISTERED OFFICE AND AGENT: The name of the registered agent is:

Elease Banks  
3125 So. Main Street  
Melbourne, Florida 32901

#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept Service of Process for the above-stated Corporation, at the place designed in these Articles of Incorporation, I hereby accept to act in

this capacity and agree to comply with the provisions of the *Florida Statutes* relative to keeping open said office.

El ease Banks  
El ease Banks

ATTESTATION

The undersigned, being the Incorporator of this Corporation, for the purpose of forming this Corporation not for profit under the laws of the State of Florida, having executed these Articles of Incorporation on this 5<sup>th</sup> day of February, 1999.

El ease Banks  
El ease Banks

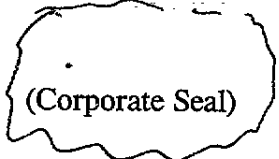
STATE OF FLORIDA :  
COUNTY OF BREVARD :

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of February 1999, by **ELEASE BANKS**, who is  personally known to me or  who has produced \_\_\_\_\_ as identification.

J. Hedman  
Notary Public, State of Florida  
at Large  
Print Name: Notary Public State of Florida  
JASON HEDMAN  
Commission No. Commission # 00746507  
My Commission Expires 5 / 28 / 2002  
(Seal)

**THIRD:** The Amended and Restated Articles of Incorporation of THE GREATER MOUNT MORIAH MISSIONARY BAPTIST CHURCH OF MELBOURNE, FLORIDA, INC., were adopted by unanimous consent of the Board of Directors and membership of the Corporation on the 5<sup>th</sup> day of February, 1999. All amendments were adopted pursuant to *Florida Statutes*, Section 617.1002, and there is no discrepancy between the Articles of Incorporation as theretofore amended other than the amendments adopted pursuant to *Florida Statutes*, Section 617.1002.

DATED this 5<sup>th</sup> day of February, 1999.



(Corporate Seal)

**THE GREATER MOUNT MORIAH  
MISSIONARY BAPTIST CHURCH OF  
MELBOURNE, FLORIDA, INC.**

Attest:

By: *Elease Banks*  
Elease Banks, as its President

*Betty Key*  
Bettye Key, as its Secretary

**STATE OF FLORIDA :  
COUNTY OF BREVARD :**

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of February, 1999, by Elease Banks, as President of **THE GREATER MOUNT MORIAH MISSIONARY BAPTIST CHURCH OF MELBOURNE, FLORIDA, INC.**, a Florida corporation, on behalf of said corporation. She is  personally known to me or who  has produced \_\_\_\_\_ as identification.

*J Hedman*  
Notary Public, State of Florida  
at Large  
Print Name: Notary Public State of Florida  
Commission No. JASON HEDMAN  
My Commission Expires: Commission # CC746507.  
Expires 5/28/2002  
(Seal)