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FAX NO.

P. 01/07

Division of Corporations

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700202

Florida Department of State
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From:

Account Name : ZIMMERMAN, KISER, & SUTCLIFFE, P.A.
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DISCOVERY CHURCH, INC.

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850-617-6381

FAX NO.
9/17/2008 4:58 PAGE 001/001 Florida Dept of State

P. 03/07



September 17, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DISCOVERY CHURCH, INC.
4400 S. ORANGE AVE
ORLANDO, FL 32806US

SUBJECT: DISCOVERY CHURCH, INC.
REF: 700202

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H08000216400
Letter Number: 108A00050553

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 -- Tallahassee, Florida 32314



Carnesha J. Craft, Esq.
E-mail: ccraft@zkslawfirm.com

September 19, 2008

VIA FACSIMILE

Darlene Connell, Regulatory Specialist II
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Discovery Church, Inc.
Document No.: 700202

Dear Ms. Connell:

In response to your letter (no. 108A00050553) dated September 17, 2008, a copy of which is provided for your reference, I am resubmitting for filing revised Second Amended and Restated Articles of Incorporation (the "*Articles*") for the above-referenced corporation. Should you have any questions, or if you require any additional information with which to file the Articles, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read 'Carnesha J. Craft', written over a horizontal line.

Carnesha J. Craft

CJC/mvt
Enclosures

ZIMMERMAN KISER SUTCLIFFE

One Landmark Center, Suite 600 | 315 E. Robinson Street | Orlando, FL 32801
Phone 407.425.7010 | Fax 407.425.2747 | www.zkslawfirm.com

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DISCOVERY CHURCH, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to a resolution duly adopted by its Board of Directors (sometimes referred to herein as the "Board of Trustees") on August 15, 2008, under §§ 617.01201 and 617.1007 of the Florida Statutes, DISCOVERY CHURCH, INC., a Florida not-for-profit corporation (the "Corporation"), hereby adopts the following Second Amended and Restated Articles of Incorporation which amend and restate each of the provisions of the original Articles of Incorporation of the Corporation filed with the Secretary of State of Florida on December 2, 1959, as subsequently amended and restated on July 19, 2006 (hereafter the "Second Amended and Restated Articles of Incorporation").

ARTICLE I. NAME

The name of the Corporation is Discovery Church, Inc.

ARTICLE II. TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE III. PURPOSE

The Corporation is organized for general corporate purposes and:

1. To be a family of ministers who seek to propagate the Christian Faith and to spread the Gospel of Jesus Christ as revealed through the Holy Scriptures by all means of communication, whether visual, verbal, written, or educational.
2. To provide for preaching, teaching and fostering the growth of the Christian faith in all places; and to license ministers; to carry on the work of evangelism; to promote Apostolic Ministry in all places; to carry on the organization of the churches and foster their development and local sovereignty and independence according to these Articles and its Bylaws.
3. To erect and maintain Church buildings, business offices, recreational facilities, and such other structures as are deemed necessary for ministry, and to organize and promote such activities as deemed necessary for the upkeep and continuance of said buildings and facilities.
4. To collect, solicit and accept funds, gifts and other subscriptions; to hold in trust, use, mortgage, lease, sell, or otherwise acquire or dispose of property, real or chattel, in keeping with the recited purposes of this Church, and it shall have and exercise all powers that are necessary or convenient to effect any and all of the purposes for which this Congregation is organized.
5. To be a church that is only explainable in terms of who God is.

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ARTICLE IV. NO MEMBERS

1. The Corporation shall have no members.

2. The Corporation shall issue no stock. No part of the net earnings of the Corporation shall inure to the benefits of or be distributable to its trustees, 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 purposes set forth in this article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 of 1986 or the corresponding provision of any future United States Internal Revenue Law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. On the dissolution of the Corporation, the board of trustees shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, after paying or making provisions for the payment of all liabilities of the Corporation.

ARTICLE V. DIRECTORS AND TRUSTEES

The affairs of the Corporation shall be managed by a Board of Directors who shall hereafter be referred to as the Board of Trustees (or simply "Trustees") and who also may be referred to as the Board of Elders (or simply "Elders"). The number of Trustees shall be prescribed in the Bylaws from time to time. Trustees shall be appointed or elected and removed, and vacancies on the Board of Trustees shall be filled as provided in the Bylaws. Notwithstanding any provisions to the contrary, at all times, the Corporation's Board of Trustees shall consist of not less than three (3) Trustees. The names and addresses of the Trustees who are serving at the time of the adoption of this Second Amended and Restated Articles of Incorporation are:

Name	Address
David Loveless	5105 Pine Top Place Orlando, FL 32819
Brad Rex	11518 Willow Garden Dr. Windermere, FL 34789
Steve Blount	4400 S. Orange Avenue Orlando, FL 32806
Elden McDirmit	4836 Waterwitch Point Dr. Orlando, FL 32806

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ARTICLE VI. BYLAWS

The Board of Trustees shall adopt Bylaws for the Corporation.

ARTICLE VII. AMENDMENTS

An amendment to these Articles of Incorporation may be proposed by the Board of Trustees of the Corporation. Amendments shall be adopted by the Board of Trustees by *unanimous* vote of the Trustees.

ARTICLE VIII. REGISTERED AGENT AND OFFICE

The initial registered agent and office for the Corporation was Larry Brown, 1325 West Oakridge Road, Orlando, FL 32809. The current registered agent and office for the Corporation at the time of the adoption of these Second Amended and Restated Articles of Incorporation is Stephen Blount, 4400 S. Orange Avenue, Orlando, FL 32806.

ARTICLE IX. OFFICE OF CORPORATION

The principal place of business and mailing address of the Corporation is:

4400 S. Orange Avenue
Orlando, FL 32806

ARTICLE X. COMMENCEMENT DATE

The activities of the Corporation commenced upon these Articles of Incorporation being duly filed with the Secretary of State, State of Florida, on December 2, 1959.

ARTICLE XI. TERM OF EXISTENCE.

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE XII. INDEMNIFICATION.

The corporation will indemnify any registered agent, officer, director, trustee, elder or incorporator, or any former registered agent, officer, director, trustee, or elder, to the fullest extent permitted by law.

ARTICLE XIII. DISPUTE RESOLUTION.

Any disputes between an officer, director, trustee, elder or employee of the Corporation and the Corporation shall be resolved through mediation, and if not resolved at mediation, thereafter by binding arbitration according to procedures reasonably established by the Board of Trustees consistent with the Corporation's statement of faith and with biblical principles.

[signatures appear on the following page]

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IN WITNESS WHEREOF the undersigned President and Senior Pastor of the Corporation has executed these Second Amended and Restated Articles of Incorporation this 15th day of August, 2008.

By: 
David Loveless, President

CERTIFICATE

The foregoing Second Amended and Restated Articles of Incorporation of the Corporation do not require member approval, and was adopted by the Corporation's Board of Trustees and adopted by the unanimous consent of the Board of Trustees, as evidenced by all members of the Board signing the Written Consent in lieu of Special Meeting form.

Dated this 15th day of August, 2008.


David Loveless, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above-named corporation, at the place designated in this Certificate, I have accepted this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 15th day of August, 2008.


Stephen Blount

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