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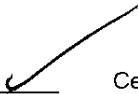
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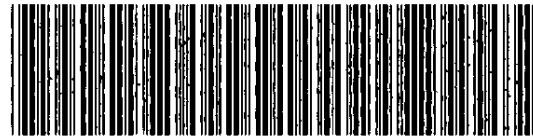
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*Amended And
Restated Art*

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08 JUL -3 AM 11:49
CLERK OF STATE
TALLAHASSEE, FLORIDA

T. Roberts, JUL 08 2008

Frank McMillan

ATTORNEY AND COUNSELOR AT LAW

655 NORTH WYMORE ROAD
SUITE 101

Winter Park, Florida 32789-2865

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July 1, 2008


Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

re: Florida Conference Association of Seventh-day Adventists

Enclosed:

1. Amended and Restated Articles of Incorporation.
2. Check for \$43.75 for Filing Fee and One Certified Copy.
3. Return Envelope

Sincerely,



Frank McMillan

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
FLORIDA CONFERENCE ASSOCIATION OF
SEVENTH-DAY ADVENTISTS
(A corporation not for profit)

FILED
08 JUL -3 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under the provisions of Florida Statutes 617.1006 and 617.1007, this corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be **FLORIDA CONFERENCE ASSOCIATION OF SEVENTH-DAY ADVENTISTS**.

ARTICLE II. PURPOSE

The particular business and objects for which the corporation is formed are for the purpose of diffusing moral and religious knowledge throughout the entire world by means of churches, organizations, publishing houses, medical or health institutions, educational institutions, publications, missionary agencies, radio, television and other communications media, and all other instrumentalities and methods appropriate and available for tending to the advancement of such ends and aims, and to conduct any legal business authorized to be conducted under Florida Statutes.

ARTICLE III. MEMBERS

The members of the corporation shall be all of the persons who from time to time are members in regular standing of any member church in the Florida Conference of Seventh-day Adventists and all of the persons who are active members of the General Conference Committee of Seventh-day Adventists and of the Southern Union Conference Committee of Seventh-day Adventists.

At any regular or special meeting of the members of the corporation, only those members present who are the last duly elected and accredited delegates to any Triennial or Special Constituency Meeting of the Florida Conference of Seventh-day Adventists, an unincorporated body, shall be entitled to vote as a member of the corporation on any matter presented before the meeting.

The corporation shall have no capital stock and no portion of the income, gains, profits or assets of the corporation shall be paid or distributed directly or indirectly to any member of the corporation nor shall any of the gains, income, profit or property of the corporation inure to the benefit of any member of the corporation.

ARTICLE IV. TERM

The corporation shall have perpetual existence.

ARTICLE V. SUBSCRIBERS

The subscribers to the original Charter of the Corporation, dated June 10, 1924, were: C. W. Achenbach, Orlando, Florida; L. H. Crisler, Orlando, Florida; LeRoy T. Crisler, Orlando, Florida; C. B. Stephenson, Brookier, Florida; and M. C. Bird, of St. Petersburg, Florida.

A certificate of reincorporation was subscribed on April 10, 1962, by H. H. Schmidt of Orlando, Florida, as President of the corporation, and Frank McMillan of Orlando, Florida, as Secretary of the corporation, and was filed with the Secretary of State of Florida on April 23, 1962.

ARTICLE VI. OFFICERS AND TRUSTEES

The affairs and business of the corporation are to be managed by the officers and a Board of Trustees. The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, and such other officers as may be designated by the Board of Trustees. No more than two (2) offices may be held by the same person. The Board of Trustees shall consist of not less than seven (7) persons, the exact number of which and the manner of election or appointment of which is to be regulated by the Bylaws, and each of the officers of the corporation shall be a member of the Board of Trustees. The Board of Trustees is authorized to designate seven (7) or more of its members to constitute an Executive Committee, at least one-third (1/3) of whom shall not be in the employ of any organization owned or controlled by any Seventh-day Adventist denominational entity. To the extent provided by Board Resolution or in the Bylaws of the corporation, the Executive Committee shall have and may exercise the powers of the Board of Trustees. The officers and other members of the Board of Trustees shall be elected for three-year terms at a regular triennial meeting of the members of the corporation with vacancies to be filled in the manner prescribed in the Bylaws.

ARTICLE VII. PRINCIPAL OFFICE

The principal office of the corporation shall be located at 655 North Wymore Road, Winter Park, Florida or at such other place or places as the Board of Trustees may from time to time determine.

ARTICLE VIII. CORPORATE POWERS

In addition to any other powers granted by law, the Board of Trustees shall have the power and authority to:

- a) issue annuities for the life or lives of the annuitant or annuitants;
- b) serve as Trustee and execute Trust Agreements;
- c) maintain and operate radio and television stations and engage in other forms of electronic and telecommunication to further the purposes of the corporation; all under such conditions and upon such terms as may be approved by the Board of Trustees.

ARTICLE IX. DISSOLUTION

In the event of the liquidation, dissolution or abandonment of the corporation, none of the assets and property of the corporation shall inure to the benefit of any private person but all of such assets and property shall be transferred, paid and distributed to the Southern Union Conference Association of Seventh-day Adventists.

ARTICLE X. AMENDMENT

These Articles may be amended by not less than a two-thirds (2/3) majority vote of the members present and voting at any regular or special meeting of the members of the corporation, except that in no event may the Articles of Incorporation be amended or repealed without the affirmative vote of at least fifty percent (50%) plus one (1) of the voting members who are delegates accredited pursuant to Article IV. D. 1. of the Bylaws of the Florida Conference of Seventh-day Adventists.

These Amended and Restated Articles of Incorporation contain amendments to the Articles requiring member approval and the Amendments and the Restated Articles of Incorporation were adopted at a regular meeting of the members of the corporation on October 26, 1997, and the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, the corporation has caused its name to be signed to this instrument by its Vice President and its Secretary and its corporate seal to be affixed this 24th day of June, 2008.

FLORIDA CONFERENCE ASSOCIATION
OF SEVENTH-DAY ADVENTISTS

Corporate
Seal

By: Glenn E. Carter
Glenn E. Carter, its Vice President

Attest: Jose A. LeGrand
Jose A. LeGrand, its Secretary

State of Florida
County of Orange

The foregoing instrument was acknowledged before me by Glenn E. Carter and Jose A. LeGrand, as Vice President and Secretary, respectively, of Florida Conference Association of Seventh-day Adventists, a Florida corporation not for profit, this 24th day of June, 2008. They are personally known to me.

Frank McMillan
Notary Public
State of Florida at Large

