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SECRETARY OF STATE
TALLAHASSEE, FL

Amended + Restated

MAY 23 2023

D CUSHING

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Florida Conference Association of Seventh-day Adventists
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Andrew Elliott
Name (Printed or typed)

351 S. SR. 434, #
Address

Altamonte Springs, FL 32714
City, State & Zip

407-644-5000
Daytime Telephone number

andrew.elliott@floridaconference.com.
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

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

5
6 (Amendments as approved on October 9, 2022)

7
8 Under the provisions of Florida Statutes 617.1006 and 617.1007, this corporation adopts the
9 following Amended and Restated Articles of Incorporation:

10
11 **ARTICLE I. NAME**

12
13 The name of the corporation shall be **FLORIDA CONFERENCE ASSOCIATION OF**
14 **SEVENTH-DAY ADVENTISTS.**

15
16 **ARTICLE II. PURPOSE**

17
18 The particular business and objects for which the corporation is formed are for the purpose of
19 diffusing moral and religious knowledge throughout the entire world by means of churches,
20 organizations, publishing houses, medical or health institutions, educational institutions, publications,
21 missionary agencies, radio, television and other communications media, and all other instrumentalities
22 and methods appropriate and available for tending to the advancement of such ends and aims, and to
23 conduct any legal business authorized to be conducted under Florida Statutes.

24
25 **ARTICLE III. MEMBERS**

26
27 The members of the corporation shall be all of the persons who from time to time are members
28 in regular standing of any member church in the Florida Conference of Seventh-day Adventists and all
29 of the persons who are active members of the General Conference Committee of Seventh-day
30 Adventists and of the Southern Union Conference Committee of Seventh-day Adventists.

31
32 At any regular or special meeting of the members of the corporation, only those members present
33 who are the last duly elected and accredited delegates to any Quinquennial or Special Constituency
34 Meeting of the Florida Conference of Seventh-day Adventists, an unincorporated body, shall be entitled
35 to vote as a member of the corporation on any matter presented before the meeting.

36
37 The corporation shall have no capital stock and no portion of the income, gains, profits or assets
38 of the corporation shall be paid or distributed directly or indirectly to any member of the corporation
39 nor shall any of the gains, income, profit or property of the corporation inure to the benefit of any
40 member of the corporation.

41
42 **ARTICLE IV. TERM**

43
44 The corporation shall have perpetual existence.
45

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TALLAHASSEE, FLORIDA

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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, Brooker, 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 five-year terms at a regular quinquennial 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 351 S. State Road 434, Altamonte Springs, Florida 32714 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.

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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 delegates 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 unless at least five hundred (500) delegates eligible to vote are then present and voting.

These Amended and Restated Articles of Incorporation contain amendments to the Articles requiring member approval, the Amendments and the Restated Articles of Incorporation were adopted at a regular meeting of the members of the corporation on October 9, 2022, 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 President this 22nd day of February, 2023.

FLORIDA CONFERENCE ASSOCIATION OF
SEVENTH-DAY ADVENTISTS

BY: 

Carlos A. Machado, its President

I certify this is a true and correct copy of the Articles of Incorporation of the Florida Conference Association of Seventh-day Adventists as of October 9, 2022.

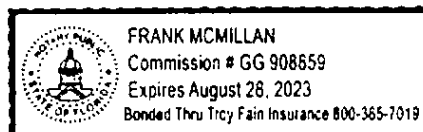
BY: 


Philip J. Bond, its Secretary

STATE OF FLORIDA

COUNTY OF Seminole

Affirmed and Subscribed before me by means of physical presence this 22nd day of February, 2023 by Carlos A. Machado as President and Philip J. Bond as secretary of the Florida Conference Association of Seventh-day Adventists, a Florida Corporation Not for Profit. They are both personally known to me.




Notary Public
State of Florida