

701220

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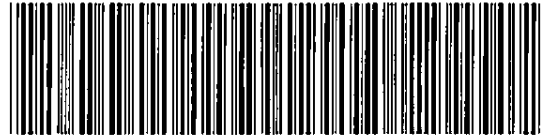
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W24-79153

Amended & Restated  
Articles & NIC

05/03/24--01027--014 \*\*43.75

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TALLAHASSEE, FLORIDA

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A. RAMSEY

JUN 14 2024

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O: 904.697.1630  
C: 904.635.1330  
F: 904.677.7841  
wclegal.com

Post Office Box 189  
Keystone Heights, FL 32656

June 5, 2024

**Via US Mail**

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**Re: Re-Submission of Amended and Restated Articles of Incorporation**

Dear Sir/Madam:

As requested in your enclosed letter dated May 23, 2024, you will find another copy of the executed Amended and Restated Articles of Incorporation. You already have the check for the filing fee that was submitted with the initial packet.

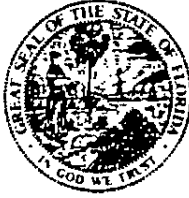
Please file the enclosed and then provide to us a Certificate of Status.

If you have any questions, please do not hesitate to contact me at [wgyl@wclegal.com](mailto:wgyl@wclegal.com) or 904.635.1330.

Sincerely,

A handwritten signature in black ink, appearing to read "Gary Yeldell, Esq.", is written over a horizontal line. The signature is stylized with a large, sweeping "Y" and "E".

Gary Yeldell, Esq.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 23, 2024

W. GARY YELDELL, ESQ.  
WISE COUNSEL LEGAL SERVICES  
PO BOX 189  
KEYSTONE HEIGHTS, FL 32656

SUBJECT: THE FIRST BAPTIST CHURCH OF FOREST CITY HOLDING  
COMPANY, INCORPORATED  
Ref. Number: 701220

We have received your document for THE FIRST BAPTIST CHURCH OF  
FOREST CITY HOLDING COMPANY, INCORPORATED and your check(s)  
totaling \$43.75. However, the enclosed document has not been filed and is being  
returned for the following correction(s):

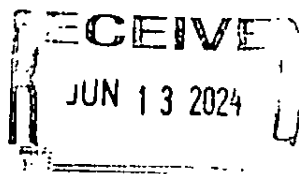
The amendment is marked "see attached" but the attachment was not included.

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) 245-6050.

Annette Ramsey  
OPS

Letter Number: 924A00011364



FILED

2024 JUN 13 AM 8:45  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR  
THE FIRST BAPTIST CHURCH OF FOREST CITY  
HOLDING COMPANY, INCORPORATED  
(A FLORIDA NOT FOR PROFIT CORPORATION)**

*These Amended and Restated Articles of Incorporation for The First Baptist Church of Forest City Holding Company, Incorporated (the "Articles"), were adopted and authorized at a duly noticed meeting at which a sufficient number of votes were cast approving the restatement effective as of April 21, 2024. As a result, these Articles amend and supersede entirely all previous Articles of Incorporation, and any amendments thereto.*

These Amended and Restated Articles were adopted by the members.

**ARTICLE I. NAME**

The name of the corporation shall from henceforth be:

**FOREST CITY BAPTIST CHURCH, INC.**

**ARTICLE II. AUTHORITY**

This not-for-profit corporation (hereinafter referred to as the "Church") is organized and exists under the authority of the Holy Bible and the laws of the state of Florida. As a result, it operates under the legal authority granted it, in part, by Chapter 617, *Florida Statutes*. That said, the Church recognizes the sovereignty of God and the Lordship of Jesus Christ in all things. The Church shall be governed according to the Holy Bible and according to the religious beliefs of the Church. The Church recognizes God's ordination of the civil authority and the legitimate laws in support thereof. The Church shall uphold the laws of the civil authority provided said laws are not in conflict with the Holy Scriptures or with the religious doctrines of the Church as it shall determine, in accordance with its governing documents.

**ARTICLE III. PURPOSES**

The Church is organized exclusively for religious, religious charitable, and religious educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law, referred to herein as the "Code"), including, but not limited to, edifying the Body of Christ and reaching the lost. Without limiting or expanding the foregoing, the purpose of the Church is to carry any and all religious, charitable and educational ministries within the meaning of section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IV. DURATION**

The Church shall have perpetual duration.

## **ARTICLE V. RESTRICTIONS**

**Section 1. No Private Inurement.** No part of the net earnings or property of the Church shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; except that the Church 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 Article III hereof. The Church shall not have capital stock or shareholders.

**Section 2. No Substantial Lobbying and Political Campaigning Restrictions.** To the extent prohibited by applicable law, but subject to the protections of the First Amendment of the U.S. Constitution and other laws guaranteeing free exercise of religion and freedom of speech, no substantial part of the activities of the Church shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (within the meaning of Section 501(c)(3) of the Internal Revenue Code), nor shall the Church participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding the foregoing, the Church may make the election provided in Section 501(h) of the Internal Revenue Code.

**Section 3. Irrevocable Dedication.** The income and assets of the Church shall be irrevocably dedicated to its exclusive purposes.

## **ARTICLE VI. MEMBERS**

The Church shall have such members as shall be received from time to time in accordance with the Church's Bylaws. Such members shall have those rights and privileges (and shall be subject to any and all restrictions and/or obligations which are) set forth in the Church's Bylaws.

## **ARTICLE VII. DIRECTORS**

The number of and qualifications for Directors and/or Trustees of the Church shall be set forth in the Church's Bylaws. Likewise, the manner in which such Directors/Trustees are to be elected shall be fixed in the Bylaws.

The current board of directors consists of three (3) members, whose names are:

- Matthew Groce
- Nancy Chase
- Pamela Patch

Each director may be reached by mail at the following physical address:

721 West Lake Brantley Road  
Altamonte Springs, FL 32714

## ARTICLE VIII. POWERS

The Church shall have all the rights and powers customary and proper for tax-exempt, not-for-profit religious organizations, including—but not limited to—the powers specifically enumerated in Section 617.0302, *Florida Statutes*, as amended.

## ARTICLE IX. DISSOLUTION

**Section 1. Dissolution.** The Church may choose to cease corporate activities and dissolve and liquidate the Church as set forth in the Bylaws and/or Florida law.

**Section 2. Liquidation.** Upon the dissolution of the Church, the Church shall pay or make provision for the payment of all of the liabilities of the Church from the Church's remaining assets, and shall thereafter dispose of all of the remaining assets of the Church: (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, in such manner as the board of directors shall determine, or (ii) exclusively to or for the use of such organization or organizations organized and operated exclusively for religious, charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the board of directors shall determine.

## ARTICLE X. REGISTERED OFFICE AND AGENT; PRINCIPAL OFFICE

**Section 1. Registered Office.** The name, street address and county of the current registered agent is:

Matthew Groce  
721 West Lake Brantley Road  
Altamonte Springs, FL 32714

*Having been named as registered agent to accept service of process for the Church at the place designated above. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*



Matthew Groce, Registered Agent

Date: 4/21/24

**Section 2. Principal Office.** The principal office of the Church is currently located at:

721 West Lake Brantley Road  
Altamonte Springs, FL 32714

**Section 3. Changes to Offices and Agents.** The Church may, by resolution, remove and replace any registered agent, and change any of the offices established in this article.

## ARTICLE XI. LIMITATION OF LIABILITY

**Section 1. Limitation.** Consistent with §617.834, *Florida Statutes*, no officer or director of the Church shall be personally liable for damages (monetary or otherwise) which may be incurred by the Church or any third party; provided that such officer or director complies with the provisions of §617.8030, *Florida Statutes*, regarding the general standards for officers and directors.

**Section 2. No Effect on Prior Liability.** Any repeal or modification of the provisions of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of any officer or director of the Church with respect to any act or omission occurring prior to the effective date of such repeal or modification and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not for Profit Corporation Act to authorize the further elimination or limitation of liability of any officer or director, then the liability of such officer or director of the Church shall be limited to the fullest extent permitted by the amended Florida Not for Profit Corporation Act, in addition to the limitation on personal liability provided herein.

**Section 4. Severability.** In the event any provision or portion of this Article is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

## ARTICLE XII. INDEMNIFICATION

**Section 1. Directors and Officers.** To the greatest extent allowed by law, the Church shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding ("Proceeding"), whether civil or criminal, administrative or investigative (whether or not by or in the right of the Church), by reason of the fact that he or she is or was a director or officer of the Church, against any and all expenses (including, without limitation, advancing such expenses such as attorneys' fees and court costs), judgments, fines and amounts paid in settlement incurred by him or her in connection with such Proceeding, except for an officer or director who would not be eligible for limitation of liability under the preceding article. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Notwithstanding the foregoing, if any past or present officer or director sues the Church, other than to enforce this indemnification, such person instituting such suit shall not have the right of indemnification hereunder in connection therewith. The Church is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Church funds.

**Section 2. Employees and Agents.** Without limiting the foregoing, the Church may, pursuant to its bylaws, provide for indemnification and advancement of expenses to employees, advisors and/or agents on such terms and conditions as the Church may from time to time deem appropriate or advisable.

The undersigned has executed these Amended and Restated Articles of Incorporation this 21<sup>st</sup> day of April, 2024, and has done so with the express authority bestowed upon her by the Church.

**Forest City Baptist Church, Inc.** *(formerly known as The First Baptist Church of Forest City Holding Company, Incorporated)*

By: Matthew Groce

Printed Name: **Matthew Groce**

Title: **Director**

**Witnessed by:**

Signature:

Cynthia M. Patch

Printed Name:

Cynthia M. Patch

Signature:

JoAnne Groce

Printed Name:

JoAnne Groce