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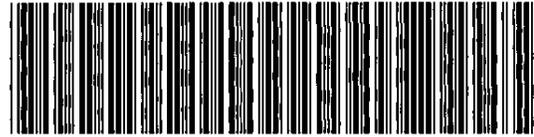
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TALLAHASSEE, FLORIDA

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12/3/07



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# First Presbyterian Church

November 20, 2007

Ms. Thelma Lewis  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Dear Ms. Lewis:

In response to your phone call and request for corrected information, I am enclosing revised pages 1 and 2 of our amended Articles of Incorporation, which were sent to your several weeks ago. Our attorney has advised us that he spoke with you at length about the need for these revisions and he has sent them to us and asked that we forward to you.

Enclosed please find those first two revised pages, along with our check in the amount of \$43.75 to cover the cost of the amendment.

Please let me know if you need any additional information. Thank you for your service.

Sincerely,

Sandra L. Williams  
Administrator  
First Presbyterian Church  
701 Beach Drive NE  
St. Petersburg, FL 33701  
727-822-2031  
swilliams@fpc-stpete.org



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## First Presbyterian Church

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TALLAHASSEE, FLORIDA

November 5, 2007

Secretary of State  
Florida Department of State  
R. A. Gray Building  
500 South Bronough Street  
Tallahassee, FL 32399-0250

Dear Sir:

Earlier in 2007 our church amended its Articles of Incorporation. Our attorney has advised us to forward a copy of the revised document to you.

Enclosed please find that document.

Please let me know if you need any additional information. Thank you for your service.

Sincerely,

Sandra L. Williams  
Administrator  
First Presbyterian Church  
701 Beach Drive NE  
St. Petersburg, FL 33701  
727-822-2031  
swilliams@fpc-stpete.org

**AMENDMENT TO THE ARTICLES OF INCORPORATION**

**OF**

**FIRST PRESBYTERIAN CHURCH**

**DOCUMENT NUMBER 701981**

WHEREAS, FIRST PRESBYTERIAN CHURCH, ST. PETERSBURG, FLORIDA is a church and a unit of the PRESBYTERY OF TAMPA BAY, (hereinafter referred to as the "PRESBYTERY"), a unit of the PRESBYTERIAN CHURCH (U.S.A.) (hereinafter referred to as "PCUSA"); and

WHEREAS, FIRST PRESBYTERIAN CHURCH, PRESBYTERY, PCUSA, and any civil agencies related to them are exempt organizations under § 501(c)(3) of the Internal Revenue Code; and

WHEREAS, the Form of Government of PCUSA provides for the incorporation of a corporation for the church to receive, hold, encumber, manage and transfer property and to facilitate the management of its civil affairs in such a manner as may be directed by its session from time to time and according to the Constitution of the PCUSA; and

WHEREAS FIRST PRESBYTERIAN CHURCH, was incorporated as a not-for-profit corporation in 1927, which articles have since been amended in 1955, 1961, and lastly on March 23, 1973, which latest amendment was filed with the Secretary of State, Division of Corporations; and

WHEREAS FIRST PRESBYTERIAN CHURCH, desires to make changes to its Articles of Incorporation.

NOW THEREFORE, pursuant to Chapter 617 of the Florida Statutes, the Articles of Incorporation of FIRST PRESBYTERIAN CHURCH, are hereby amended as follows:

1. Article I is amended and replaced in its entirety as follows:

ARTICLE I. NAME

The name of the Corporation is FIRST PRESBYTERIAN CHURCH, ST. PETERSBURG, FLORIDA, INCORPORATED.

2. Article II is amended and replaced in its entirety as follows:

ARTICLE II. PURPOSES AND POWERS

The purposes for which the Corporation exists and its powers, under the authority of the Session of the church and subject to the permission of the PRESBYTERY (or its successor or successors in interest), when required, are as follows:

- A. To operate and maintain a body corporate not for profit, but for religious purposes to promote the Christian faith and the doctrine and tenets of the PCUSA, to conduct a church according to the doctrine, discipline and worship as set forth in the Book of Order of the PCUSA, including any amendments thereto; to establish and conduct schools and other methods of propagating the gospel in the Christian faith; to plan for, organize and conduct such functions as will further the spiritual, moral and social welfare of its members and those in its community.
- B. To be the Corporation which the church aforesaid has caused to be formed, pursuant to the form of government of the PCUSA, to receive, hold, encumber, manage and transfer property and to facilitate the management of its civil affairs in such a manner as may be directed by its session from time to time and according to the Constitution of the PCUSA.

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TALLAHASSEE, FLORIDA

- C. To take, receive, hold, administer and dispose of all land, tenements, rents, annuities, franchises, hereditaments, moneys, securities, income and property, real and personal, of any kind, which at any time or times heretofore has been or which at any time and from time to time shall hereafter be given, granted, bargained, sold, released, devised, bequeathed, conveyed, transferred, assigned, set over or delivered by any person or persons, corporations, associations, trustees, foundations or other forms of organization, to the church or to this Corporation or to the predecessors of either, or to their use or to the use of any of them, or in trust for them or any of them, or to them or any of them for the support of any work, activity, purpose, project of interest of the church or its predecessors, in which property of any kind the church or this corporation or the predecessors of either have or are intended to have any legal or equitable interest, present or future, vested or contingent.
- D. To take over, administer, manage and supervise all civil affairs of the Church.
- E. To manage, supervise, control and direct, and to form, incorporate, terminate, dissolve or maintain a civil agency or corporation to carry out its purposes.
- F. To serve as an agency of the church, of the PRESBYTERY, and of the PCUSA in the presentation of the needs and work of the church.
- G. To exercise all the powers conferred by law upon corporations not for profit, to the extent that such powers are not in conflict with the purposes of the Corporation nor with the directions, policy or Constitution of the PCUSA, the PRESBYTERY or the church.
- H. To operate exclusively for such religious purposes as will qualify it as an exempt organization under § 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United States Internal Revenue Law ("Code").

- I. This corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income taxation under § 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

**3. Article III is amended and replaced in its entirety as follows:**

**ARTICLE III. DISSOLUTION**

If the church is formally dissolved by the PRESBYTERY, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or other cause, such property as the Corporation may have, both real and personal, shall be distributed to the PRESBYTERY, or its successor or successors in interest. If the PRESBYTERY or its successor is no longer in existence, all property, both real and personal, shall be distributed to PCUSA, and if it is no longer in existence, then all property, both real and personal, shall be distributed to one or more organizations which themselves are exempt as organizations described in §§ 501(c)(3) and 170(c)(2) of the Code.

**4. Article IV is amended and replaced in its entirety as follows:**

**ARTICLE IV. TERM**

The term of the Corporation shall be perpetual.

**5. Article VI is amended and replaced in its entirety as follows:**

**ARTICLE VI. OFFICE AND AGENT**

The registered office and initial principal office of the Corporation in the State of Florida will be located at 701 Beach Drive NE, St. Petersburg, Florida 33701, and the mailing address is the same as the registered office. The registered agent of the Corporation in the State of Florida is Richard A. Stoffels, Esquire, whose address is 6727 1st Ave. South, Suite 108, St. Petersburg, Florida 33707.

**6. Article VII is amended and replaced in its entirety as follows:**

**ARTICLE VII. TRUSTEES**

The management of the corporation shall be vested in a Board of Trustees of not less than three (3) Trustees, each of whom must be a Member of the Corporation. The Trustees shall consist of those Members of the Corporation who are dually elected, installed, and are serving on the Session of FIRST PRESBYTERIAN CHURCH, ST. PETERSBURG, FLORIDA.

**7. Article VIII is amended and replaced in its entirety as follows:**

**ARTICLE VIII. OFFICERS.**

The officers of the Corporation shall be a President, Secretary, and Treasurer, and such other officers as may be elected by the Trustees from time to time. Each office, shall be held by a member of the Board of Trustees. The Secretary shall be that person serving as the Clerk of Session for First Presbyterian Church, St. Petersburg, Florida, and the Treasurer shall be that person serving as the Chair of the Finance Committee of First Presbyterian Church, St. Petersburg, Florida. Two or more offices may be held by the same person, except that the same person may not be President and Secretary simultaneously. The officers shall be elected by the Board of Trustees, and committees may be established, in accordance with the By-Laws of the Corporation and with the Form of Government of the PCUSA. The following persons are currently serving as officers and will continue to serve until the next election thereof:

<u>Name</u>	<u>Office</u>
Mery K. Bardin 1300 86th Avenue North St. Petersburg, FL 33702	President
Harry M. Moorefield 1029 31st Terrace NE St. Petersburg, FL 33704	Treasurer
Carlen Maddux 350 2nd Street North, No. 3 St. Petersburg, FL 33701	Secretary

**8. Article IX is amended and replaced in its entirety as follows:**

**ARTICLE IX. MEMBERS**

The members of the Corporation shall be the active members of the church, First Presbyterian Church, St. Petersburg, Florida. Qualifications, admission, termination and all other terms and conditions of membership shall be the same as those for active membership in the church, as they now or hereafter exist, in accordance with the Constitution of the PCUSA. The Members shall not be personally liable for the debts of the Corporation.

**9. Article X is amended and replaced in its entirety as follows:**

**ARTICLE X. RELATIONSHIP TO DENOMINATION**

This Corporation, as a civil agency of FIRST PRESBYTERIAN CHURCH OF ST. PETERSBURG, of St. Petersburg, Florida, which is a unit of the PRESBYTERY and of the PCUSA. As such, it is subject to the Constitution, Standing Rules, By-Laws, polity, order and policies of the PRESBYTERY and denomination, as well as any lawful successors to them by merger, consolidation or otherwise.

**10. Article XI is added to read as follows:**

**ARTICLE XI. BY-LAWS**

The By-Laws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by the Board of Trustees upon a majority vote of the Trustees attending a properly called meeting.

**11. Article XII is added to read as follows:**

**ARTICLE XII. AMENDMENTS**

These Articles of Incorporation may be amended by the act of two thirds (2/3) of the Members of the corporation present at a duly held meeting of the Membership of the corporation.

The date of the adoption of this Amendment is February 11, 2007, and the effective date is the date on which this amendment is filed with the Department of State, Division of Corporations.

This amendment was adopted by the members and the number of votes cast in favor of this amendment was sufficient for its approval, and all other conditions in the original articles of incorporation to their amendment have been followed and complied with.

Signed on this 22 day of October, 2007.

First Presbyterian Church of St. Petersburg,  
Florida, Incorporated

By: Mary K. Bardin  
Mary K. Bardin, President