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May 7, 2019

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

Re: Amended and Restated Articles of Incorporation of Unity of Delray Beach, Inc.

Dear Sir/Madam:

Enclosed are the Amended and Restated Articles of Incorporation for Unity of Delray Beach, Inc. Please have this document filed in your records. Also enclosed is a check in the amount of \$43.75 for the filing fee and a certified copy (an additional copy is enclosed).

Please contact me if you need additional information or assistance.

Sincerely Yours.

Laurie Durgan Associate Minister

Email: ldurgan@unityschool.com

FILE

AMENDED AND RESTATED

ARTICLES OF INCORPORATION 2019 MAY 10 A 12: 52

OF

A. LANAGUEL, reladiA

UNITY OF DELRAY BEACH, INC.

(A Florida corporation, not for profit)

In compliance with Chapter 617, Florida Statutes, the following Amended and Restated Articles of Incorporation of Unity of Delray Beach, Inc., a Florida corporation, not for profit, originally incorporated and duly organized to do business under the laws of the State of Florida, with its Certificate of Incorporation having been filed with the office of the Secretary of State on the 19th day of July, 1961, is submitted:

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation at a regular meeting held on May 6, 2019 with a majority vote of the Board of Directors. The meeting of the Directors and adoption of the Amended and Restated Articles of Incorporation met the requirements of both the Articles of Incorporation and the Bylaws of the Corporation. No members of the Corporation were required to vote on the adoption pursuant to Article XI of the Corporations original Certificate of Incorporation.

ARTICLE I NAME AND ADDRESS

The name of this Corporation is Unity of Delray Beach, Inc. The principal office of the Corporation is located at 101 Northwest 22nd Street, Delray Beach, Florida 33444.

ARTICLE II

CORPORATE PURPOSE

- Section 1. The general purposes for which this Corporation is formed are religious, charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future federal tax laws. The purposes of this Corporation shall include the following:
- (a) Religious, charitable, and educational activities, including for such purposes to conduct religious services; to cultivate social intercourse among its members; to assist in improving and ameliorating the moral and social conditions of humanity.
- (b) To purchase and sell such literature, tracts, and books as in the opinion of the Board of Directors would be for the furtherance of its purposes and causes.
- (c) To receive donations; to receive, manage, take and hold, real, personal and/or mixed property by gift, grant, devise or bequest, and to sell or dispose of the same, and to do each and everything necessary, suitable, or proper for the accomplishment of any of the purposes herein enumerated, or which shall at any time appear conducive or expedient for the benefit or protection of this Corporation.
- (d) To purchase, own, sell, hypothecate, mortgage and lease such real and personal property as may be necessary for the purposes of the Corporation.
- Section 2. No part of the assets or net earnings of the Corporation shall inure to the benefit of any Member. Director or Officer of the Corporation or any other private individual, except 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 II.

Section 3. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE HI

CORPORATE POWERS

The Corporation shall have all the powers of a corporation not for profit which are not in conflict with the provisions of these Articles or prohibited by law.

ARTICLE IV

CORPORATE EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V

MEMBERSHIP

Section 1. Qualification of Membership. A Member of the Corporation shall endeavor to live in accord with the Jesus Christ principles of Love and Truth as taught by the Corporation. Each Member shall further the work of the Corporation through active interest, love and support.

Section 2. Election of Members. Members may be admitted by making written application for membership with the Corporation principal office. The application shall be presented to the Board of Directors at its next properly noticed regular or special meeting. The applicant shall become a Member upon the majority affirmative vote of the Directors present and voting at the meeting.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall consist of the Minister and no fewer than six (6) or more elective Directors elected from the active membership of the Corporation. Each elected Director shall hold office for two (2) years or until a successor is duly elected. The terms of two elected Directors shall expire annually and their office shall be filled at the annual membership meeting in accordance with the Bylaws of the Corporation. No elected Director shall serve more than two consecutive terms of two years each without an interval of one year between terms.

Section 2. The Officers of the Board of Directors shall consist of a President, Vice President, Secretary and Treasurer. An individual Director may hold both offices of Secretary and Treasurer. All Officers shall be elected by a majority vote of the Directors, present and voting, at the first Board meeting after the annual meeting or at a special meeting. Officers shall hold their respective offices for one year or until their successors are duly elected or qualified.

ARTICLE VII BYLAWS

- Section 1. Bylaws of this Corporation may be amended subject to any limitations contained in the Bylaws of this Corporation and the Florida Not For Profit
- Corporations Act.
- Section 2. Amendments to the Bylaws of the Corporation shall be made by active members of this Corporation at a legally constituted membership meeting. Written

notice setting forth the proposed amendments must be mailed to all active members at least ten days prior to the required membership meeting. An affirmative vote of seventy-five percent (75%) of all active members present and voting shall be necessary to pass any amendment to the Bylaws.

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the Board of Directors at any regular or special meeting provided proper notice of the changes to be made has been given, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation.

ARTICLE IX

DISSOLUTION

Section 1. The dissolution of the Corporation may be authorized by a resolution adopted by a majority vote of the Board of Directors at any regular or special meeting.

Section 2. Upon the dissolution of this Corporation, all property and funds remaining after the payment of the debts of the Corporation will be delivered to Unity Worldwide Ministries (UWM), a nonprofit corporation organized under the laws of the State of Georgia for religious and educational purposes. Such funds or property will be for the use and benefit of the UWM as may be determined by the Board of Trustees of UWM, in alignment with current policies and procedures. UWM will make available according to its current policies and procedures, funds for the reestablishment of a Unity ministry in

Delray Beach, Florida. Should UWM no longer exist, any assets remaining of this Corporation after dissolution will be disposed of by a court of competent jurisdiction of the County in which the principal executive offices of the corporation are then located and shall be used exclusively for such purposes or distributed to such organization or organizations, as said court shall determine, which are organized and operated exclusively for purposes set out in Section 5.01(c) (3) of the Internal Revenue Code of 1954. No portion of said property and funds shall inure to the benefit of any Member, Officer, or Director of the Corporation or any enterprise organized for profit.

ARTICLE X REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the Registered Agent is NRAI Services, Inc.

IN WITNESS WHEREOF, the undersigned duly authorized President of the Board of Directors of this Corporation, certifies that the foregoing Amended and Restated Articles of Incorporation were approved by a majority of the Board of Directors, at a duly noticed meeting on this 6 Th day of May, 2019.

Harvey L. Brown, Jr.,

President of the Board of Directors

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this <u>U''</u> day of May, 2019, by Harvey L. Brown, Jr., as President of the Board of Directors of **UNITY OF DELRAY BEACH**, **INC.**, a Florida corporation, not for profit, on behalf of said corporation. He is personally known to me and known to me to be the individual who executed the foregoing instrument.



Notary Public | Print Name: Lone AD unar

CERTIFICATE OF AMENDMENT

UNITY OF DELRAY BEACH, INC.

ARTICLES OF INCORPORATION

THE UNDERSIGNED CERTIFIES the attached Amended and Restated Articles of Incorporation for Unity of Delray Beach, Inc., were adopted by a majority of the Board of Directors at a meeting called for that purpose on May 6, 2019. The vote of the Members of the Corporation was not required. These Amended and Restated Articles of Incorporation replace all previous Articles of Incorporation.

IN WITNESS WHEREOF, we have affixed our hands this 1 day of May, 2019, at Palm Beach County, Florida.

UNITY OF DELRAY BEACH, INC., A Florida corporation, not for profit

Harvey L. Brown, Jr.

President of the Board of Directors

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was sworn to, subscribed and acknowledged before me this to day of May, 2019, by Harvey L. Brown, Jr., as President of UNITY OF DELRAY BEACH, INC., a Florida corporation, not for profit, on behalf of said corporation. He is personally known to me and known to me to be the individual who executed the foregoing instrument.

Notary Public

Print Name: Laurie A Drau