

702900

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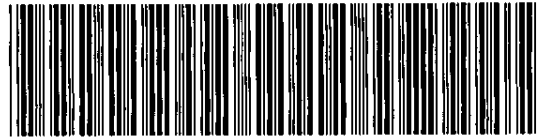
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 29 2012

J. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: New Providence Missionary Baptist Church

DOCUMENT NUMBER: 702900

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steven J. Caldwell, Pastor

(Name of Contact Person)

New Providence Missionary Baptist Church

(Firm/ Company)

760 NW 53rd Street

(Address)

Miami, FL 33127

(City/ State and Zip Code)

newprovidencemia@bellsouth.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven J. Caldwell

(Name of Contact Person)

at (305) 758-0922

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

New Providence Missionary Baptist Church
(Name of Corporation as currently filed with the Florida Dept. of State)
702900
(Document Number of Corporation (if known))

Incorporated

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change	<u>CEO</u>	<u>STEVEN J. CALDWELL, PASTOR</u>	<u>760 NW 53rd Street</u>
<input type="checkbox"/> Add			<u>Miami, FL 33127</u>
<input type="checkbox"/> Remove			<u></u>
2) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input type="checkbox"/> Remove			<u></u>
3) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input type="checkbox"/> Remove			<u></u>
4) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
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5) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
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<input type="checkbox"/> Remove			<u></u>
6) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input type="checkbox"/> Remove			<u></u>

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See Attachment

The date of each amendment(s) adoption: _____

Effective date if applicable: June 12, 2012
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

Signature

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Steven Caldwell

(Typed or printed name of person signing)

President & CEO

(Title of person signing)

NEW PROVIDENCE MISSIONARY BAPTIST CHURCH CHURCH CONSTITUTION/BYLAWS

PREAMBLE

So that things may be done decently and in order in accordance with the accepted tenets of other churches of like precious faith, and that we may more readily help each other in our Christian service, we, the members of the New Providence MBC, declare and establish this constitution to which we voluntarily submit ourselves.

ARTICLE 1

NAME AND PURPOSE

SECTION 1 – NAME

This congregation of believers shall be known as the New Providence Missionary Baptist Church – Miami

SECTION 2 – PURPOSE

(A) This congregation is organized as a church exclusively for religious, and non-profit educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), including, but not limited to, for such purposes, the establishing and maintaining of religious worship, the building, maintaining and operation of churches, parsonages, schools, chapels, radio stations, television stations, rescue missions, print shops, daycare centers, camps, nursing homes, and any other ministries that the church may be led of God to establish.

(B) The church shall also ordain and license men and women to the Gospel ministry: evangelize the unsaved by the proclaiming of the Gospel of the Lord Jesus Christ; educate believers in a manner consistent with the requirements of Holy Scriptures, both in Sunday and weekday schools of Christian education; maintain missionary activities in the United States and any foreign country; and engage in any other ministry that the church may decide, from time to time, to pursue in obedience to the will of God.

- (2) We believe that the Lord Jesus Christ accomplished our redemption through his death on the cross as a representative, vicarious, substitutionary sacrifice; and, that our justification is made sure by His literal, physical resurrection from the dead (Acts 2:18-36; Rom. 3:24-25; I Peter 2:24; Eph. 1:7; I Peter 1:3-5).
- (3) We believe that the Lord Jesus Christ ascended to Heaven, and is now exalted at the right hand of God, where, as our High Priest, He fulfills the ministry of Representative, Intercessor, and Advocate (Acts 1:9-10; Heb. 9:24; 7:25; Rom. 8:34; I John 2:1-2).

(E) The Person and Work of the Holy Spirit

- (1) We believe that the Holy Spirit is a person who convicts the world of sin, of righteousness, and of judgment; and, that He is the Supernatural Agent in regeneration, baptizing all believers into the body of Christ, indwelling and sealing them unto the day of redemption (John 16:8-11; Rom. 8:9; I Cor. 12:12-14; II Cor. 3:6; Eph. 1:13-14).
- (2) We believe that He is the Divine Teacher who assists believers to understand and appropriate the Scriptures and that it is the privilege and duty of all the saved to be filled with the Spirit. (Eph. 1:17-18; 5:18; I John 2:20, 27).
- (3) We believe that God is sovereign in the bestowal of spiritual gifts to every believer. God uniquely uses evangelists, pastors, and teachers to equip believers in the assembly in order that they can do the work of the ministry (Rom. 12:3-8; I Cor. 12:4-11, 28; Eph. 4:7-12).
- (4) We believe in Baptism of the Holy Spirit and the gifts of the Holy Spirit, such as speaking in tongues, prophecy and the gift of healing. We believe that speaking in tongues and all the gifts of the spirit and signs of the baptism or filling of the Holy Spirit. Ultimate we believe that the deliverance of the body from sickness or death awaits the consummation of our salvation in the resurrection, though God frequently chooses to answer the prayers of believers for physical healing. (Acts 1:4-5; I Cor. 12:1-11; 14:1-22).

(F) The Total Depravity of Man

We believe that man was created in the image and likeness of God, but that in Adam's sin the human race fell, inherited a sinful nature and became alienated from God; and,

- (4) We recognize water baptism by immersion of a believer in the name of the Father, Son and Holy Ghost, to show forth, in a solemn and beautiful emblem, our faith in the crucified, buried, and risen Savior, with its effect in our death to sin and resurrection to a new life, that is a prerequisite to the privileges to a church relation; and to the Lord's Supper; in which the members of the church, by the sacred use of bread and juice are to commemorate together the dying of Christ; preceded always by solemn self-examination. (Matt. 28:19-20; Acts 2:41-42; 18:18; 1 Cor. 11:23-26).

(J) Separation

We believe that all the saved should live in such a manner as not to bring reproach upon their Savior and Lord; and, that separation from all religious apostasy, all sinful pleasures, practices and associations is commanded by God (Rom. 12:1-2; 14:13; II Cor. 6:14, 7:1; II Tim. 3:1-5; I John 2:15-17; II John 9:11).

(K) The Second Advent of Christ

We believe in that "blessed hope," the personal, imminent return of Christ Who will rapture His Church prior to the seven-year tribulation period. At the end of the Tribulation, Christ will personally and visibly return with His saints, to establish His earthly Messianic Kingdom which was promised to the nation of Israel (Ps. 89:3-4; Dan. 2:31-45; Zech. 14:4-11; I Thess. 1:10; I Thess. 4:13-18; Titus 2:13; Rev. 3:10; 19:11-16; 20:1-6).

(L) The Eternal State

- (1) We believe in the bodily resurrection of all men, the saved to eternal life, and the unsaved to judgment and everlasting punishment (Matt. 25:46; John 5:28, 29; 11:25-26; Rev. 20:5-6, 12-13).
- (2) We believe that the souls of the redeemed are, at death, absent from the body and present with the Lord, where in conscious bliss they await the first resurrection, when spirit, soul, and body are reunited to be glorified forever with the Lord (Luke 23:43; II Cor. 5:8; Phil. 1:23; 3:21; I Thess. 4:16-17; Rev. 20:4-6).
- (3) We believe that the souls of unbelievers remain, after death, in conscious punishment and torment until the second resurrection, when with soul and body reunited they shall appear at the Great White Throne Judgment, and

(Q) Divorce and Remarriage

We believe that God hates divorce and intends marriage to last until one of the spouses dies. Divorce and remarriage is regarded as adultery except on the grounds of fornication. Although divorced and remarried persons or divorced persons may hold positions of service in the church and be greatly used of God for Christian service, they remain in the Love of God and are restored by His grace (Mal. 2:14-17; Matt. 19:3-12; Rom. 7:1-3; I Tim. 3:2, 12; Titus 1:6).

(R) Sanctity of Human Life

We believe life begins at the moment a human embryo is formed, either through natural conception or artificial means such as cloning. Termination of this human life at any stage of embryonic or fetal development through abortion, research methods, or any other means is murder. Also, we reject any teaching that accepts termination of life due to rape, incest, birth defects, gender selection, birth or population control, or the mental well-being of the mother (Job 3:16; Psalm 51:5; 139:14-16; Isa. 44:24; 49:1, 5; Jer. 1:5; 20:15-18; Luke 1:44).

(S) Missions

We believe that God has given the church a great commission to proclaim the Gospel to all nations so that there might be a great multitude from every nation, tribe, ethnic group, and language group who believes on the Lord Jesus Christ. As ambassadors of Christ we must use all available means to go to the foreign nations and home missions (not para-missions) and not wait for them to come to us (Matt. 28:19-20; Mark 16:15; Luke 24:46-48; John 20:21; Acts 1:8; II Cor. 5:20).

(T) Lawsuits Between Believers

We believe that Christians are prohibited from bringing civil lawsuits against other Christians or the church to resolve personal disputes. We believe the church possesses all the resources necessary to resolve personal disputes between members. We do believe, however, that a Christian may seek compensation for injuries from another Christian's insurance company as long as the claim is pursued without malice or slander (I Cor. 6:1-8; Eph. 4:31-32).

Section 3 – COVENANT

Having been led, as we believe by the Spirit of God, to receive the Lord Jesus Christ as our Savior, and on profession of our faith having been baptized in the name of our Father, and of the Son, and of the Holy Ghost, we do now in the presence of God, angels, and this assembly, most solemnly and joyfully enter into covenant with one another as one body in Christ.

We engage, therefore, by the aid of the Holy Spirit, to walk together in Christian love; to strive for the advancement of this church in knowledge, holiness and comfort; to promote its prosperity and spirituality; to sustain its worship, ordinances, discipline and doctrines; to give it a sacred preeminence over all institutions of human origin; to contribute cheerfully and regularly to the support of the ministry, the expenses of the church, the relief of the poor, and the spread of the Gospel through all nations.

We also engage to maintain family and private devotions; to religiously educate our children; to seek the salvation of our kindred, acquaintances, and all others; to walk circumspectly in the world; to be just in our dealings, faithful to our engagements, and exemplary in our deportment; to avoid all tattling, backbiting, and excessive anger; to abstain from worldly amusements, and to be zealous in our efforts to advance the kingdom of our Savior.

We further engage to watch over one another in brotherly love; to remember each other in prayer; to aid each other in sickness and distress; to cultivate Christian sympathy in feeling and courtesy of speech; to be slow to take offense, but, always ready for reconciliation and mindful of the rules of our Savior, to secure reconciliation without delay.

We moreover, engage that, when we remove from this place, we will as soon as possible, unite with some other church where we can carry out the spirit of this covenant and the principles of God's Word.

ARTICLE III

with other financial support as the Lord enables; and, in accordance with Biblical commands, to support through a life-style walk affirmation of the beliefs and practices of the church.

SECTION 3 – PRIVILEGES OF MEMBERSHIP

This congregation functions, not as a pure democracy, but as a body under the headship of the Lord Jesus Christ and the direction of the Pastor as the under shepherd with the counsel of the Leadership (Deacons/Trustees) Board. Membership in this church does not afford those individuals with any property, contract, or civil rights based on principles of democratic government. Determinations of the internal affairs of this church are ecclesiastical matters and shall be determined exclusively by the church's own rules and procedures. The Pastor shall oversee and/or conduct all aspects of this church. The Leadership Board shall give counsel and assistance to the Pastor as requested by him. The membership of the church has certain limited areas of exercising a vote. Members may not vote to initiate any church action, but rather the vote of a member is to confirm and ratify the direction of the church as determined by the Pastor.

SECTION 4 – VOTING PRIVILEGES

- (1) At any vote by secret ballot, a respected eligible member of the church body will be elected by a majority vote to be an observer at the vote count.
- (2) Members must be at least 18 years of age to vote.
- (3) Absentee ballots allowed – No Proxy votes allowed.
- (4) Must be an active member in good standing with at least 3 months regular attendance and faithful giving at the time of vote. This applies to new members as well.

SECTION 7 – TERMINATION OF MEMBERSHIP

(A) No member of this church may hold membership in another church. If any member unites in membership with another church, that person is automatically terminated without notice from membership in this church.

(B) A member may resign at any time, but no letter of transfer or written statement of good standing will be issued upon such resignation, except at the discretion of the Pastor.

(C) Membership may be terminated if it is determined that practices, not consistent with those outlined herein, are being adhered to and/or there is disagreement by the member to the contents of this constitution/bylaws which would in-turn hinder them from being a member in good standing.

ARTICLE IV

OFFICERS

SECTION 1 – CHURCH OFFICERS

The church officers are Pastor (See Article V, Section 1), Deacons (See Article V, Section 2) and Trustees (See Article V, Section 3)

SECTION 2 – DESIGNATION OF CORPORATE OFFICERS

As an accommodation to legal relationships outside the church, the Pastor shall be ex-officio or chairman of all business meetings and shall serve as president of this corporation.

SECTION 4 – PASTORAL OVERSIGHT OF OFFICERS AND STAFF

(A) The Pastor may hire associates and assistants to help him in carrying out his God-given responsibilities.

(B) The leadership board will recommend all church staff, whether paid or volunteer to be hired, appointed or dismissed. The Pastor will have sole authority of the same with reason.

(C) The Deacons and Trustee's Board will assist the Pastor in the setting of salaries for all non pastoral church positions.

ARTICLE V

DUTIES OF OFFICERS

SECTION 1 – THE PASTOR

(A) The Pastor shall preach the Gospel regularly and shall be at liberty to preach the whole counsel of the Word of God as the Lord leads him. He shall administer the ordinances of the church, act as moderator at all church meetings for the transaction of church matters, supervise the teaching ministries of the church, and tenderly watch over the spiritual interests of the membership.

(B) The Pastor shall be an ex-officio member of all committees and organizations. He shall serve as the president of the corporation. He shall publicly inform all newly elected workers of the particular function and the responsibilities of their respective offices. He shall extend the right hand of fellowship to all new members on behalf of the church and perform such other duties as generally appertain to such a position. The Pastor shall be

(2) to sell, convey, alienate, transfer, lease, assign, exchange, or otherwise dispose of; and to mortgage, pledge, or otherwise encumber the real and personal property of the church; to borrow money and incur indebtedness for the purpose and use of the church; to cause to be executed, issued, and delivered for the indebtedness, in the name of the church, promissory notes, bonds, debentures, or other evidence of indebtedness; and to secure repayment by deeds of trust, mortgages, or pledges. All executions of said property or contracts requires two signatures to validate acquisition or relinquishments.

(3) to exercise all powers necessary for the dissolution of the church corporation, if Such action is mandated by a vote of the church membership.

All with the approval of the pastor

(C) After the pastor vacates the pastoral office. The pastoral search committee of the church will select, interview, and recommend to the congregation in writing the recommended candidate for the pastorate. The pastoral search committee will consist of 3 deacons and 4 respected, eligible members voted by majority vote by secret ballot. Any recommendation by the pastoral search committee of a candidate will require a five out of seven vote of the committee. The pastoral search committee will establish and distribute basic guidelines for the calling of a pastor. These guidelines will be maintained by the chairman of the pastoral search committee.

SECTION 3 – FINANCE COMMITTEE

(A) Members appointed by the pastor of the church whose duties include:

(1) Keep a true and accurate book of all money coming into this church and all monies paid out by this church.

(2) Shall prepare a weekly financial statement to lay before the Pastor, Deacons/ Trustees, and church of moneys so received and paid.

(B) There will be a quarterly church business meeting on the 3rd Thursday of said month, and on the second Sunday night of every month to review the previous month's business.

(C) Bible conferences, missionary conferences, and revivals may be held as the Pastor deems beneficial.

(D) The annual church business meeting will be held the 2nd Thursday of December.

(E) All business meetings will be concluded in accordance with Parliamentary Procedure as set forth in Roberts Rules of Order.

SECTION 3 – FISCAL YEAR

The fiscal year of the church shall begin December 1 and end November 30th.

ARTICLE VII

EXPENDITURES

(A) An expenditure safeguard will be that all church checks will require two signatures. Authorized signers will be that of two (2) duly elected treasurers and specified members of the Leadership Board and with the approval of the Pastor.

(B) All other major expenditures will be on the agenda at the monthly business meeting and presented to the church membership for discussion and vote by majority.

No part of the net earnings of the church shall incur to the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the church shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I, Section 2 hereof.

SECTION 2 – POLITICAL INVOLVEMENT

No substantial part of the activities of the church shall be the carrying on of propaganda or otherwise attempting to influence legislation. The church shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION 3 – DISSOLUTION

Upon the dissolution of the church, the Leadership Board shall, after paying or making provision for payment of all the liabilities of the church, dispose of all of the assets of the church to such organization or organizations formed and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Leadership Board shall determine . Assets may be distributed only to organizations which agree with the church's statement of faith.

SECTION 4 – RACIAL NON-DISCRIMINATION

The church shall have a racially non-discriminatory policy and therefore shall not discriminate against members, applicants, students, and others on the basis of race, color; or national or ethnic origin.

ARTICLE X

DESIGNATED CONTRIBUTIONS

dismissal or calling of a pastor, in which matters, only members at least eighteen (18) years of age shall be entitled to vote. This age limit can be waived at the discretion of the Pastor and the Leadership Board.

NUMBER 2

All church administration meetings shall be opened and closed with prayer for divine guidance and blessings.

NUMBER 3

All appointments for public worship and Bible study and the arrangements thereof, including time and place and the use of the property belonging to the church for purposes other than the stated appointments, shall be under the control of the Pastor.

NUMBER 4

The date of the annual church administration meeting shall be determined by the Pastor.

NUMBER 5

All literature used in the church shall be in complete agreement with the statement of faith.

NUMBER 6

These bylaws may be altered, suspended, or amended at a regular church administration meeting by a majority vote of the members present and voting. Any proposed addition,

Number 12

Membership will be automatically terminated for non attendance over a year's time unless under watch care.

Number 13

Membership will automatically be terminated if said member sues a brother/sister of the church in a secular court.

Number 14

Disputes between members will be arbitrated by Leadership Board and determined by Disciplinary Board recommendation and enacted by Pastor.

Number 15

The pastor is solely responsible for the Licensing/Ordination of Ministers/Deacons.

Number 16

Pastor reserves the right to suspend/remove Trustees/Ministers/Deacons for any act deemed insubordinate and Biblically unethical.

Number 17

The church shall purchase Real Estate Property with the approval of the Leadership Board of \$500,000. Any acquisition of Real Estate above \$500,000 requires a majority vote of congregation.

Number 18

Church shall purchase vehicles to provide transportation for its members unable to drive. Same procedures set forth in By-Law 17.