

703116

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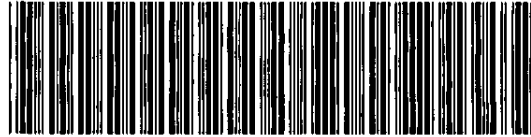
(Business Entity Name)

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*Amended &
Restated*

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2014 JUN 24 PM 4:04
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*DR
7/10/14*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FRIENDSHIP PRESBYTERIAN CHURCH INC

DOCUMENT NUMBER: 703116

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

Please return all correspondence concerning this matter to the following:

MIGUEL ALVAREZ CPA
(Name of Contact Person)

MIGUEL ALVAREZ CPA
(Firm/ Company)

1300 SW 67 AVE
(Address)

MIAMI FL 33144
(City/ State and Zip Code)

ALVAREZCPA@AOL.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

MIGUEL ALVAREZ CPA at (305) 262-3640
(Name of Contact Person) (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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRIENDSHIP PRESBYTERIAN CHURCH, INC.
(DOCUMENT NUMBER 703116)**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §617.1002 and §617.1007, Florida Statutes, FRIENDSHIP PRESBYTERIAN CHURCH, INC., (hereinafter "Corporation") amends its Articles of Incorporation by restating them in their entirety as follows:

**ARTICLE I
(NAME)**

The name of the Corporation is FRIENDSHIP PRESBYTERIAN CHURCH, INC.

**ARTICLE II
(PRINCIPAL OFFICE)**

The principal street address and mailing address of the Corporation is: 5490 W. 12th Avenue, Hialeah, FL 33012.

**ARTICLE III
(PURPOSE)**

The Corporation is organized and shall be operated exclusively for Christian religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the Corporation shall include, but not be limited to, the following:

- (a) Serving as a local church congregation that follows and proclaims the common tenets of Reformed Christian theology adopted by the Corporation;
- (b) Providing Christian worship, teaching, fellowship, support, nurture, accountability and guidance for congregational members and other individuals;
- (c) Undertaking or supporting various religious, charitable, humanitarian, and educational projects, such as evangelism, theological instruction, and service to needy individuals;

(d) To Own property, whether real, personal or mixed, in the name of the Corporation, for the use and benefit of the Corporation and its members, and not in trust for any other entity or ecclesiastical body, together with the right to receive, hold, encumber, manage, sell, transfer, mortgage, and otherwise exercise all other incidents of ownership with respect to the property without limitation on behalf of the Corporation; and

(e) Supporting other organizations, projects, and initiatives that are organized and operated for similar purposes.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV **(POWERS)**

Section 3.2 - Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.2, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of the State of Florida, including, without limitation, the power to acquire, hold and dispose of real property and personal property, notes, mortgages, stocks, bonds and securities of all kinds, and shall have full power and authority to borrow money and execute its notes, bonds or debentures therefor and to secure the same by mortgage, deed of trust and security agreement upon its real and personal property. The Corporation may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.2 - Restrictions On Powers.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes), and no director or

officer of the Corporation or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the Corporation has effectively elected to have such section apply, the Corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The Corporation shall not participate 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.

(c) Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of, or provision for, all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property, and their respective shares and interests, shall be determined by the board of Directors.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code and if at any time the Corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

(1) The Corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

(2) The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

(3) The Corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

(4) The Corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(5) The Corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

ARTICLE IV. (MEMBERS)

The Corporation shall have voting members. The Corporation shall have no capital stock. The qualification of members and the manner of their admission shall be as regulated by the Bylaws of the Corporation.

ARTICLE V. (BOARD OF DIRECTORS)

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3), nor more than nine (9), Directors, as determined from time to time by the Board of Directors. Directors shall be members of the Corporation, shall be elected in accordance with the Bylaws, and shall be independent of the Session. The Board of Directors shall elect such officers as it determines are necessary to carry out the day to day operations of the Corporation.

**ARTICLE VI.
(BYLAWS)**

The bylaws of the Corporation may contain any provisions for the managing and regulating of the affairs of the Corporation that are not inconsistent with law or these Articles of Incorporation, as these articles may from time to time be amended. However, no bylaw shall have the effect of giving any director or officer of the Corporation or any other individual any proprietary interest in the Corporation's property, whether during the term of the Corporation's existence or as an incident to its dissolution. The Bylaws may be amended from time to time by majority vote of the members present and voting at a duly called meeting at which a quorum is present.

**ARTICLE VII.
(DURATION)**

The Corporation shall have perpetual existence.

**ARTICLE VIII.
(AMENDMENTS)**

Amendments to these Articles of Incorporation may be adopted by majority vote of the members present and voting at a duly called meeting at which a quorum is present..

The date of each amendment(s) adoption: 6-22-14

Effective date if applicable: Upon Filing
(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

June 22, 2014

Signature

Willard Pyke

(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)

Willard Pyke

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)