



SAMOUCE, MURRELL & GAL, P.A.

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February 20, 2004

VIA UPS OVERNIGHT MAIL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Amended and Restated Articles of Incorporation for
Naples Church of Christ, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the above referenced document to be filed with your office. Please return a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of \$43.75 for filing fees.

Sincerely,
SAMOUCE, MURRELL & GAL, P.A.

Patricia M. Sullivan
Secretary to Robert E. Murrell
For the Firm

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NAPLES CHURCH OF CHRIST, INC. NAPLES, FLORIDA**

FILED
04 FEB 23 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation Of Naples Church of Christ, Inc. Naples, Florida a Florida Corporation not for profit, which was originally incorporated under the same name on November 14, 1961 are hereby amended, as stated and shown hereafter. All amendments included herein have been adopted pursuant to Section 617.0201 (4), Florida Statutes, and there is no discrepancy between the corporation's original Articles of Incorporation as now amended and the provisions of these Amended Articles other than the inclusion of amendments adopted pursuant to Section 617.0201 (4) and the omission of matters of historic interest. The Articles of Incorporation of Naples Church of Christ, Inc. Naples, Florida shall henceforth be amended as follows:

We, the undersigned natural persons of the age of twenty-one (21) years or more, who are citizens of the State of Florida, acting as officers of a corporation under the State of Florida Non-Profit Corporation Act do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE: The name of the corporation is NAPLES CHURCH OF CHRIST, INC.

ARTICLE TWO: The Corporation is a non-profit corporation.

ARTICLE THREE: The period of it: Duration is perpetual.

ARTICLE FOUR: The purpose for which it is formed are to

promote and support religious, divine and Christian worship as taught by the New Testament, and the transaction of such secular business for the maintenance of said association for such religious purpose, it being understood that the basic fundamental principals of this association and the religious worship to be conducted in connection therewith, shall, in all respects, conform to the teachings and examples contained in that part of the Holy Scriptures known as the New Testament, without any additions to or subtractions from, among which fundamental principles are:

(a) That Jesus Christ is the only begotten Son of God, the Father; that His Kingdom for the spiritual salvation of men and women was established on the first Pentecost after His crucifixion, and that Christ upon His throne, and that His laws, as promulgated by Him and through His Apostles and inspired writers, under the guidance and direction of the Holy Spirit, are absolute and exclusive for the governing of His body, the Church, in all spiritual or doctrinal matters. This paragraph is intended to exclude as active and participating members of the congregation or religious body, among others, any and all persons vocating and/or teaching the "premillennial theory" and/or teaching or advocating that the Bible teaches a return and earthly reign of Christ as temporal King upon earth for one thousand years, or for any period of time, prior to the day of final judgment.

(b) Faith, Repentance, Confession and Baptism as essentials for the admission of an alien sinner to the Church or Kingdom of Christ.

(c) That the local congregation of the Church of Christ is all and the only origination authorized to call on Christian work or worship, and that such origination excludes each and every organization, for the purpose

of conducting or carrying on religious work or worship. Whether the same be missionary or otherwise.

(d) That the teaching of the Bible is and will be sponsored by said organization under the direction of its officers on Sunday and on any other day of the week that the opportunity and expediency of the time and occasion may authorize, by teaching the Bible or any part thereof, with or without lesson helps, lesson aids and commentaries, any by teaching the congregation as a whole, in one body, or by dividing the congregation present into suitable and proper classes, the expediency thereof to be determined by the elders or proper officers of said congregation.

(e) That no mechanical musical instrument of any kind whatsoever ever be used in connection with the song service or worship or work to be carried on or conducted by said congregation or religious body.

(f) That no creed, other than the New Testament, shall ever be used, prescribed, or enforced in whole or in part on said religious body or any of its members in connection with the work worship to be carried on by said religious body.

(g) Said Corporation is organized exclusively for charitable, religious, education, literary and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

(h) Notwithstanding any other provisions of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under

Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue Law.

(i) To provide its members a nondenominational Biblically based means to assembly together to worship God, exercise their religious rights and educate its members about the Holy scriptures.

(j) This corporation is organized exclusively for educational, charitable, and religious purposes, and not for profit; it shall have all the powers permitted by law and will, subject to the restrictions and limitations hereinafter set forth, will use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, or educational purpose.

ARTICLE FIVE: The street address of the registered office of the corporation is 1450 Mandarin Rd., Naples, Florida 34102.

ARTICLE SIX: Directors and Officers:

(a) The affairs of the Corporation shall be administered by a Board of Directors, who shall be the Elders of the Naples Church of Christ, Inc. consisting of no less than three (3) Elders or Directors. Each Director must be an Elder as hereinafter defined in sub-paragraph (b) below.

(b) Elders of the Naples Church of Christ, Inc. shall be men, having those qualifications set forth in the New Testament of the Bible, and shall be selected and appointed by the Naples Church of Christ, Inc. in accordance with the tenents of the New Testament, and the stated provisions of the New Testament with respect to Elders and their qualifications. Elders serve with the approval and consent of the members of the Naples Church of Christ, Inc. or corporation, and

shall have the sole and particular charge of its religious and spiritual affairs.

Elders may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

(c) The business of the Corporation shall be conducted by the Elders. The Elders may establish officers who shall be elected each year by the Elders at their first meeting after the annual meeting of the members of the Corporation, and they shall serve at the pleasure of the Elders.

(d) The Church or Corporation may function without Elders during periods of time when at least three (3) qualified men are not available or willing to serve as Elders.

(e) (1.) In the absence of duly qualified and appointed Elders, the Board of Directors shall consist of no less than three (3) men, all of whom are all members of the Corporation at an annual meeting to be held during the first quarter of the year at a date, time and place designed by the Board. Directors so selected shall hold office for one (1) year or until their successor is duly elected, qualified, appointed or installed or until Elders are appointed. Vacancies on this Board of Directors may be filled by the remaining Board Members, though less than a quorum. The person so selected shall complete the remainder of the unfinished term. Vacancies so occurring shall be filled within thirty (30) days of the vacancy occurring.

(2) In the event that the church, at any time, ceases to have a plurality of Elders (3 or more) serving the church a special meeting of the members shall be called within thirty (30) days to select a new Board of Directors of at least three (3) male members.

(3) If the members of the Church select or appoint at least three (3) Elders, then those Elders immediately upon their election or appointment, become the Board of Directors of the Corporation in substitution of any Board of Directors compromised on Non-Elders.

ARTICLE SEVEN: The members of the Corporation shall be those members whose names are listed on the Roll of Members of the Corporation. To be added to the Roll of Members, a person must request that they be added to the Roll of Members, and must be a person who has followed God's plan of salvation which includes: 1) Hearing God's word; 2) Believing in Jesus and that He is the Son of God (John 3:16; Hebrews 11: 6); 3) Repenting of their sins (Acts 17:30; 2 Peter 3:9); 4) Confessing Jesus's name before men (Romans 10:9-10; Matthew 10:32-33); 5) Being immersed in water for the remission of their sins (Mark 16:16; Acts 22:16; Romans 6:4); 6) Living a faithful life as determined by the New Testament Scriptures. Furthermore, membership shall be restricted to those who:

(a) Believe that the Bible is the Word of God and the sole authority in determining matters of personal conduct and religious practice.

(b) Oppose all human innovations in faith and practice not authorized in the Word of God, including the use of instrumental music in worship.

(c) Believe in the full autonomy of the local congregation.

(d) Are willing to submit their moral and spiritual conduct to the oversight of the Elders of the church.

(e) Subscribe to the faith, belief, doctrines, and practices ethical

to churches of Christ.

(f) **Subscribe to and live in accordance with the moral and ethical principles and teachings found in the New Testament of the Bible.**

Membership may be withdrawn or restored by the Elders, in accordance with the tenets of the New Testament and following the principles set forth in Matthew 18: 16-17 and also in the manner and following procedures as set forth in other provisions of the New Testament.

ARTICLE EIGHT:

(A) **No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes of the corporation. No substantial part of the activities of the corporation shall be carrying of propaganda, or otherwise attempting to influence legislation, (except as otherwise provided in Section 501 (h) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law), and the corporation 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. Notwithstanding any other provision in these Articles, the corporation 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.**

(B) **Upon the dissolution of the corporation, the Board of**

Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE NINE:

(A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board or by written petition, signed by at least one-fourth (1/4) of the members.

(B) **Procedure.** Upon any amendment to these Articles being proposed by said Board or members, such proposed amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) **Vote Required.** Except as otherwise required by law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests of the members present, in person or by proxy and voting, at any annual or

special meeting, or by approval in writing of a majority of the members without a meeting, provided that notice of any proposed amendments has been given to the members of the Corporation, and that the notice contains a fair statement of the proposed amendment.

(D) Effective Date. An amendment shall become effective upon passing and proper filing with the Secretary of State.

(E) By-Laws. The By-Laws of the Corporation may be altered, amended or rescinded in the manner provided therein.

CERTIFICATE

The undersigned, being the duly elected and acting President of Naples Church of Christ, Inc. Naples, Florida, hereby certifies that the attached amendment was approved by at least a majority of the members of the Association who were present and voting, in person or by proxy, at a meeting held on February 18, 2004 after due notice, in accordance with the requirements of Section 617.1002, Fla. Stat. for their amendment, and that said vote was sufficient for their amendment.

Executed this 19th day of Feb., 2004.

NAPLES CHURCH OF CHRIST, INC. NAPLES FLORIDA

By: *Claude Haynes*
Claude Haynes, President
7132 Timberland Circle, Apt. 101
Naples, FL 34109

Attest:

Robert Averitt
Robert Averitt, Secretary

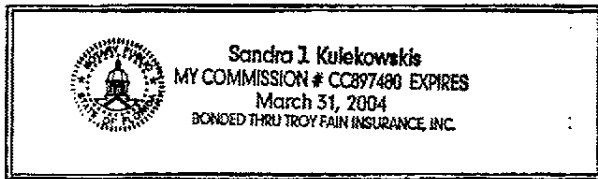


Sandra J. Kulekowskis
MY COMMISSION # CC897480 EXPIRES
March 31, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

(SEAL)

**STATE OF FLORIDA
COUNTY OF COLLIER**

Subscribed to before me this 19th day of February, 2004 by Claude Haynes, President, and Robert Averitt, Secretary, of Naples Church of Christ, Inc., a Florida corporation not for profit, on behalf of the corporation. They are personally known to me or did present _____ as identification.



Sandra J. Kulekowskis
Signature of Notary Public

(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)