

703183

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

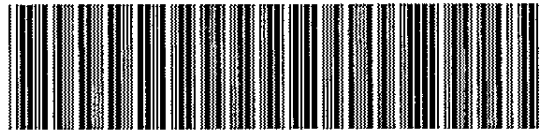
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

Surviving corp is
Naples Church of Christ, Inc.
Naples, Florida changing its
name to Naples Church of
Christ Inc.



900028118359

Morgan &
Morse
Chicago

02/27/04 -01025--019 **80.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 FEB 27 PM 2:25 01 FEB 27 AM 11:47

FILED RECEIVED

DR
2/27/04

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Naples Church of
Christ

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: SW 2/27

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF MERGER

FILED
04 FEB 27 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. The undersigned corporations, all validly and legally formed and in good standing as Florida corporations not for profit, have adopted a Plan of Merger, which is attached hereto as exhibit "A". The Plan of Merger was adopted pursuant to Sections 617.1101 and 617.1103, Florida Statutes.

Article 2. Under the Plan of Merger, the surviving corporation will be Naples Church of Christ, Inc., a Florida corporation not for profit.

Article 3. The Plan of Merger shall become effective as and when provided therein.

Article 4. At the same time, the Articles of Incorporation of the Surviving Corporation are amended and restated in their entirety, pursuant to Section 617.1007 Florida Statutes. The Amended and Restated Articles of Incorporation are attached hereto as Exhibit "B".

Article 5. The name of the Surviving Corporation is Naples Church of Christ, Inc., a Florida corporation not for profit.

Article 6. The undersigned certifies that these Articles of Merger, and the Exhibits hereto, were adopted and approved by at least a majority of the members of Naples Church of Christ, Inc. entitled to vote with respect thereto and by a majority of the Board of Directors of Parkway Church of Christ, Inc., which was sufficient for approval.

2-25-04
Date

NAPLES CHURCH OF CHRIST, INC.

By: Claude Haynes
Claude Haynes, *President*

(CORPORATE SEAL)

Attest:
Robert Averitt
Robert Averitt, *Secretary*

**STATE OF FLORIDA
COUNTY OF COLLIER**

This instrument was executed before me this 25 day of February, 2004, by Claude Haynes, as President of NAPLES CHURCH OF CHRIST, INC., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

Sandra J. Kulekowskis
Signature of Notary

(NOTARIAL SEAL)

SANDRA J. KULEKOWSKIS
Print name of Notary



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

ARTICLES OF MERGER

Page 1 of 2

For the dual purposes of indicating consent to, and executing both the foregoing Articles of Merger, and the Plan of Merger attached as Exhibit "A" the undersigned have set their signatures hereto on the date indicated.

2/25/04

Date

PARKWAY CHURCH OF CHRIST, INC.,
a Florida corporation not for profit

By: Steve Kissell
Steve Kissell, *President*

Attest:

Jim Osborne
Secretary

(CORPORATE SEAL)

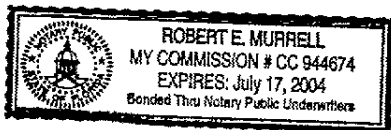
STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was executed before me this 25th day of February, 2004, by Steve Kissell, as President of PARKWAY CHURCH OF CHRIST, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

(NOTARIAL SEAL)

Robert E. Murrell
Notary Public Signature
Robert E. Murrell
Print name



ARTICLES OF MERGER

Page 2 of 2

PLAN OF MERGER

This Plan of Merger is by and between NAPLES CHURCH OF CHRIST, INC., a Florida corporation not for profit, incorporated under the name NAPLES CHURCH OF CHRIST, INC. NAPLES, FLORIDA on November 14, 1961, hereinafter called the "Surviving Corporation," and the PARKWAY CHURCH OF CHRIST, INC., a Florida corporation not for profit, incorporated under the same name on October 22, 1990 hereinafter referred to as the "Dissolving Corporation." The Surviving Corporation and the Dissolving Corporation are sometimes referred to collectively herein as the "Constituent Corporations."

1. The Constituent Corporations are both Florida corporations not for profit, organized on a non-stock basis, and both are in good standing.
2. **Principal Office of Surviving Corporation.** The principal office of the Surviving Corporation shall be at the following address: 3001 Santa Barbara Boulevard, Naples, Florida, 34116.
3. **Changes in Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached to the Articles of Merger as Exhibit "B".
4. **Changes in Bylaws.** The Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws of the surviving corporation.
5. **Name of Surviving Corporation.** The name of the Surviving Corporation shall be "Naples Church of Christ, Inc."
6. **Directors and Officers.** The directors and officers of the Surviving Corporation on the effective date of the merger shall be as follows: Steve Kissell, Director/President; Vernon Ray, Director/Vice-President; Jerry Fallis, Director/Vice-President; Kriston Kent, Director/Vice-President; Robert Murrell, Director/Vice-President; Tim Osborne, Secretary; Andrew Meulenberg, Treasurer; and Phil Osborne, Assistant Secretary.
7. **Ratification by Members or Directors.** This Plan of Merger will be ratified and approved by the members or Directors of each of the Constituent Corporations as required by law. Execution of the Articles of Merger by officers of each Constituent Corporation constitutes a representation and certification that such ratification and approval has been obtained.
8. **Effective Date of Merger.** This merger shall become effective on the date the Articles of Merger are filed in the offices of the Secretary of State.
9. **Effect of Merger.** When the merger becomes effective, the separate existence of the Dissolving Corporation automatically ceases, except as may be required to carry out the purposes of this Plan of Merger, or as continued by statute. All of the rights, privileges, powers, franchises, assets, property causes of action, and interests of any kind whatsoever of the Dissolving Corporation, including debts due on any and all accounts, automatically become the property of the Surviving Corporation, and do not revert and are not in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of the Constituent Corporation are preserved unimpaired, and all debts, liabilities and duties of the Dissolving Corporation thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if the debts, liabilities and duties had been initially incurred or contracted by it.

IN WITNESS WHEREOF, the Constituent Corporations have caused these present to be signed by their respective officers thereunto duly authorized by the respective Boards of Directors and Members of each corporation.

2-25-04
Date

NAPLES CHURCH OF CHRIST, INC.

By: Claude Haynes
Claude Haynes, President

Attest:
Robert Averitt
Robert Averitt, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF COLLIER

This instrument was executed before me this 25 day of February, 2004, by Claude Haynes, as President of Naples Church of Christ, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

Sandra J. Kulekowskis
Signature of Notary

(NOTARIAL SEAL)

Sandra J. Kulekowskis
Print name of Notary



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

(INTENTIONALLY LEFT BLANK)

2/4/04

Date

PARKWAY CHURCH OF CHRIST, INC.

By: Steve Kissell
Steve Kissell, *President*

Attest:

(CORPORATE SEAL)

Tim Osborne
Tim Osborne, *Secretary*

**STATE OF FLORIDA
COUNTY OF COLLIER**

This instrument was executed before me this 4th day of February, 2004, by Steve Kissell, as President of Parkway Church of Christ, Inc., a Florida corporation not for profit, on behalf of the corporation. He is personally known to me or did produce _____ as identification.

Robert E. Murrell
Signature of Notary

(NOTARIAL SEAL)

Robert E. Murrell
Print name of Notary



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

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation Of Naples Church of Christ, Inc., a Florida Corporation not for profit, which was originally incorporated under the name Naples Church of Christ, Inc. Naples, Florida 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:

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 purposes 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 3001 Santa Barbara Boulevard, Naples, FL 34116.

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 tenets 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 who 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 salvations 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.
- (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.