



703519

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 101543 7266266
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : April 3, 2001

ORDER TIME : 11:00 AM

ORDER NO. : 101543-005

CUSTOMER NO: 7266266

CUSTOMER: Mr. O. Don Lauher
Price Of Peace Lutheran Church
1515 S. Semoran Blvd.

Orlando, FL 32807-2997

Amend

700003952857--8
-04/03/01--01031--025
*****52.50 *****52.50

DOMESTIC AMENDMENT FILING

NAME: PRICE OF PEACE LUTHERAN
CHURCH, ORANGE COUNTY, ORLAND
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (2) CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris -- EXT# 1137
EXAMINER'S INITIALS:

RECEIVED
01 APR -3 PM 12:07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

4/5/01

*02250, 00624, 00672



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 3, 2001

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: PRINCE OF PEACE LUTHERAN CHURCH, ORANGE COUNTY,
ORLANDO, FLORIDA, INC.
Ref. Number: 703519

We have received your document for PRINCE OF PEACE LUTHERAN CHURCH, ORANGE COUNTY, ORLANDO, FLORIDA, INC. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

Please check one of the boxes in the third paragraph.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 801A00019807

*4/4/2001
information provided*

RECEIVED
01 APR -4 PM 4:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
01 APR -3 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRINCE OF PEACE LUTHERAN CHURCH, ORANGE COUNTY, ORLANDO, FLORIDA, INC.
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

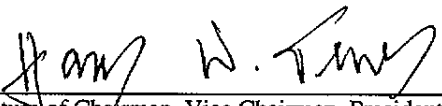
FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

The Articles of Incorporation as filed on January 26, 1962 are hereby amended and replaced in their entirety.

SECOND: The date of adoption of the amendment(s) was: September 2, 1998

THIRD: Adoption of Amendment (CHECK ONE)

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



Signature of Chairman, Vice Chairman, President or other officer

Hans W. Tews

Typed or printed name

President

Title

March 31, 2001

Date

ARTICLES OF INCORPORATION
of
PRINCE OF PEACE LUTHERAN CHURCH, ORANGE COUNTY, ORLANDO, FLORIDA, INC.

PREAMBLE

We, the members of Prince of Peace Lutheran Church, chosen by God's Holy Spirit, to proclaim the wonderful acts of God, who called us out of darkness into his own marvelous light, revealed in Jesus Christ, our Lord (1 Peter 2:9), in order that we might fulfill our mission to "initiate and nurture relationships in Christ," adopt this document as our Constitution with its By-Laws.

ARTICLE I – NAME

The name of this congregation shall be PRINCE OF PEACE Lutheran Church, Orange County, Orlando, Florida, Inc.

ARTICLE II – PURPOSE

We, the members of God's family and the Body of Christ, who are united in Prince of Peace congregation, come together for the purpose of glorifying God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20). To accomplish this purpose, we, as members of Prince of Peace, by the power of the Holy Spirit, joyfully commit ourselves to the following:

A. EVANGELISM / MISSION

Proclaim the Gospel of Jesus Christ in the Word and Sacraments and bear witness to Him as Lord and Savior in our community and throughout the world (Acts 1:8; Romans 10:13-15);

B. EDUCATION

Help one another develop toward full Christian maturity and train one another to effectively use our God-given gifts for ministry in His name (II Peter 3:18; Ephesians 4:11-13; II Timothy 2:2);

C. WORSHIP

Celebrate and share God's gracious presence and peace among us through Word and Sacraments and mutual witness in corporate worship, and maintain a personal worship life (Matthew 18:20; Colossians 3:14-17; Acts 2:42);

D. MINISTRY / SERVICE

Serve unselfishly in Jesus' name, meeting the physical, emotional, and spiritual needs of those in our congregation, community, and the world (John 13:34; I Peter 4:10-11; Matthew 25:31-46; Galatians 5:13); and

E. FELLOWSHIP

Encourage, support, and pray for each other as members of God's family, and share our lives together under the Lordship of Jesus Christ (I John 1:7; I Thessalonians 5:11; Hebrews 10:23-25; Romans 15:5-7).

ARTICLE III – CONFESSIONAL STANDARD

This corporate body acknowledges and accepts all the canonical books of the Old and New Testaments as the revealed Word of God, and it acknowledges and accepts all symbolical books of the Lutheran Church, contained in the Book of Concord of 1580, to be a true and correct exposition of the Holy Scriptures. These confessional writings are the Apostles' Creed, the Nicene Creed, the Athanasian Creed, the Unaltered Augsburg Confession, the Apology of the same, the Smalcald Articles, Luther's Large Catechism, Luther's Small Catechism, and the Formula of Concord.

ARTICLE IV – SYNODICAL AFFILIATION

This congregation with its pastor(s) shall be a member of The Lutheran Church – Missouri Synod so long as that body shall remain true to the Confessional Standards as set forth in Article III of this Constitution.

ARTICLE V – MEMBERSHIP

The congregation classifies membership as follows: baptized, communicant, associate, and voting members. The reception and termination of membership is by the recommendation of the pastor(s), subject to the approval of the Board of Directors.

- A. Baptized members are all persons within the congregation who have been baptized in the name of the Triune God, whether children or adults, and come under pastoral care of this congregation.
- B. Communicant members are all baptized persons within the congregation who 1) receive a course of instruction in Christian doctrine in accord with the confessional standard of this congregation, which meets with the approval of the Senior Pastor and Board of Directors, and affirm their faith to the congregation; or 2) transfer as communicant members from another Lutheran Church and affirm their faith to the congregation.
- C. Associate members are people who retain their primary membership at their “home church,” but have requested membership status at Prince of Peace in connection with their “winter residency” or occupation, including members of the military or persons on temporary assignment for their employer. Articles V, VI, and VII of this Constitution, as applicable, pertain to associate members.
- D. Voting members of the congregation shall be communicant members who are 18 years old or older.

ARTICLE VI – RESPONSIBILITIES OF MEMBERS

The privileges and responsibilities of members of the congregation shall include the following:

- A. Use diligently the means of grace, as signified by
 - 1. joining regularly in the services of worship of this congregation,
 - 2. studying the Holy Scriptures and participating in the Christian education programs of the congregation,
 - 3. partaking regularly of the Lord's Supper (after proper instruction),
 - 4. presenting children by their parents or guardians for Holy Baptism in early infancy and nurturing them in the Christian faith, and
 - 5. not affiliating with organizations that practice forms of religion which conflict with the Word of God;
- B. Lead a Christian life of loving service, humility, and peace, as is fitting for those whom the Holy Spirit has called to faith and discipleship;
- C. Promote the unity and welfare of the congregation as the family of God, endeavoring through admonition and encouragement to edify one another;
- D. Be a messenger of God's love and grace by sharing the good news with others, including family, friends, and the community at large; and
- E. Serve the ministry of this congregation by discovering their goals and talents, being equipped to serve, and developing a servant's heart.
- F. Contribute to the financial support of the congregation as an expression of gratitude to God for His love in Christ, and as an acknowledgement that all they have and are come as gifts from God.

ARTICLE VII – CARE OF MEMBERS

Responsibilities of the congregation for fostering faithful membership shall include the following:

- A. Assimilating new members by instruction in the Word of God and the teachings of the Lutheran Church;

- B. Encouraging and nurturing one another to grow and mature in our life as followers of Christ;
- C. Equipping and empowering one another for service, including assisting each other in identifying our spiritual gifts for ministry;
- D. Helping one another define and fulfill our life's mission in the world;
- E. Assisting members who leave by
 - 1. Transferring their membership to another Lutheran congregation or issuing a release to another Christian congregation, at the request of the communicant member, and
 - 2. Encouraging members who move from the Orlando community to transfer their membership to a Lutheran congregation in which they can participate regularly;
- F. Expressing concern and conscientious pastoral care for one another to encourage fulfillment of our responsibilities to worship, celebrate Holy Communion, support the church with our offerings, and participate in the life and ministry of the congregation. When members have failed to participate in the worship life and ministry of the congregation for a period of twelve (12) consecutive months, the Board of Directors may remove them from the membership roll. This procedure will take place after members have been counseled about the matter, if possible. The congregation shall continue to reach out in ministry to those persons who have been removed from the active membership roll.
- G. Endeavoring, in harmony with the Gospel, to reclaim erring members following the principles of Matthew 18:12-20.

ARTICLE VIII – THE PASTORAL OFFICE and OTHER CALLED STAFF

Our Lord Jesus Christ has given to His Church on earth the Office of the Keys (John 20:20-23). This Office is carried out in a Christian congregation as it establishes the public ministry within its midst.
(1 Corinthians 4:1; Titus 1:5; Acts 20:17; I Timothy 3:5)

A. Bestowal of Office

The congregation shall bestow the office of pastor or other called workers only upon those candidates who

- 1. Possess the attributes and gifts necessary for their particular office;
- 2. Unreservedly declare their acceptance of and pledge faithful adherence to the Confessional Standard as contained in Article III of this Constitution;
- 3. Are members of, or have qualified and applied for membership in The Lutheran Church – Missouri Synod, or a church that is in confessional agreement therewith; and
- 4. Have been properly and rightfully called by the congregation.

B. Responsibilities of Members Toward Called Staff

Pastors, Called Staff, and members of the congregation shall honor and hold each other in high esteem so that the Word of God is not mocked, and God's Kingdom is not hindered. Members of the congregation are obligated to accord the pastor(s) and Called Staff honor, love, and obedience in their ministry of God's Word, and to support their work with diligence and faithful prayers; to help them in the discharge of their responsibilities by cordial one-mindedness, by willing readiness, by peaceable conduct, and in every other way possible; and to provide for their maintenance according to the ability of the congregation.

C. Responsibilities of the Pastor(s)

1. The Pastor(s) shall proclaim the Word of God in its truth and purity by their preaching; and they shall administer the Holy Sacraments of Baptism and the Lord's Supper according to Christ's institution and command.
2. They shall apply the Word of God, both by instructing all in the Holy Scriptures as explained in Luther's Small Catechism and other Confessions of the Church (Article III); and by consoling the penitent, the sick, the troubled, and the bereaved.
3. They shall exercise the Office of the Keys in an evangelical manner by forgiving the sins of the penitent and by encouraging and exhorting the erring and impenitent; and, if necessary, retaining their sins in order to win them back to Christ.
4. They shall perform the various official acts of the Church, such as confirmation, marriages, funerals, and other functions which their Call defines.

D. Responsibilities of the Called Staff

1. They shall proclaim the good news of God's love and grace by their words and actions.
2. They shall equip and empower the people of God with their gifts to carry out the purposes of Prince of Peace (Article II) in a life of love and service to the glory of God.
3. They shall serve as examples to others by their Christian conduct and do all that is possible to build up the congregation and advance the Kingdom of Christ. By reason of their call, the staff are servants and stewards of God, and therefore also of this congregation.
4. They shall serve as examples to others by their Christian conduct and do all that is possible to build up the congregation and advance the Kingdom of Christ. By reason of their call, the staff are not only servants and stewards of God, but also of this congregation.
5. They shall perform any other functions which their Call defines or which are mutually agreed to in order to build up the body of Christ on this place.

- E. In calling a pastor or other called staff, the members of the congregation exercise their royal priesthood and by no means relinquish it. This is the privilege and responsibility of all members of the Church.

ARTICLE IX – BOARD OF DIRECTORS AND OFFICERS

The affairs and the administration of the Constitution and By-laws of the congregation shall be the responsibility of the Board of Directors. The Board of Directors will focus primarily on the ministry and goals of the congregation with the purpose of planning, evaluating, and establishing policy. All staff, ministry teams, and organizations ultimately shall be responsible to the congregation through the Board of Directors. The Board of Directors shall establish all standing and special committees and bodies created for the purpose of furthering the ministry and business of the congregation.

A. Members of the Board of Directors

The Board of Directors shall be comprised of eight (8) voting members, elected by the congregation (or appointed to fill vacancies as provided herein), and the Senior Pastor. One member of the Board of Directors will be selected by the Board of Directors to serve as Chair, one as Vice Chair, one as Secretary and one as Treasurer, but in no event shall the Senior Pastor be eligible to be appointed or elected to these offices, nor shall any paid member of the staff be elected or appointed to the Board of Directors.

B. Officers

The Chair, the Vice Chair, the Secretary and the Treasurer shall serve as the officers of the congregation. The Chair shall serve as President of the congregation and shall sign all legal documents on behalf of the congregation. The Vice Chair shall serve as Vice President of the congregation and shall perform the duties of the Chair in his or her absence. In the absence of the Chair and the Vice Chair, another member of the Board of Directors shall be delegated this authority by the Board of Directors.

ARTICLE X – OTHER PERSONNEL

The congregation may, through the Board of Directors, hire, employ, and contract salaried and hourly employees.

ARTICLE XI – DISMISSAL FROM OFFICE

Any officer, director, or Called Staff may be removed from office for any of the following reasons: persistent adherence to or a promulgation of false doctrine; leading an ungodly life; unfaithfulness or inability in the performance of official duties.

ARTICLE XII – AUTHORITY OF CONGREGATIONAL ASSEMBLY

The congregation as a body shall have supreme authority in the administration and management of its affairs. No decision or action on behalf of the congregation or with reference to one of its members shall be valid, whether such decision or action has proceeded from an individual or from a body within the congregation, unless it shall have been enacted or performed according to a general or special power conferred by the congregation. Whatever may have been ordered or decided by individuals or minor bodies within the congregation under a power conferred by the congregation shall always be subject to revision and final decision by the congregation. The congregation, however, shall not be empowered to order, enact, or decide anything contrary to the Word of God and the symbolical books of the Lutheran church (see Article III), and any such ordinance or decision shall be null and void.

ARTICLE XIII – PROPERTY

A. Separation

Members who sever their connection with this congregation, whether by transfer or release to another congregation, by moving away without leaving an address, or through separation for any other cause, voluntarily or otherwise, forfeit all claims to the property of this congregation.

B. Doctrinal Dispute

If at any time a separation on account of doctrinal dispute shall take place in this congregation, which may God prevent, the property of the congregation and all benefits connected herewith shall remain with those members who adhere to the Confessional Standards of Article III of this Constitution.

C. Dissolution

In the event of dissolution of this congregation, which may God prevent, all property of the congregation shall be disposed of by the final Voters' Assembly for the payment of debts, and any and all surplus, after due settlement of just claims against this corporate body, shall be conveyed to and become the property of the Florida-Georgia District of the Lutheran Church – Missouri Synod (see Article IV).

ARTICLE XIV – SOCIETIES

All auxiliary organizations and societies within the congregation shall be under the supervision of the Board of Directors and Called Staff.

ARTICLE XV – BY-LAWS

This congregation may adopt such By-Laws as may be required for the accomplishment of its purpose.

ARTICLE XVI – CHANGING THE CONSITITUTION AND BY-LAWS

Amendments to this Constitution and the By-Laws may be adopted at a meeting of the congregation provided that the following:

- A. They do not conflict with the provisions in Article III and with any section of any other article that pertains to Scriptural doctrine and practice.
- B. The proposed amendment has been submitted in writing by any communicant member of the congregation and read at a previous Board of Directors meeting, as well as being read again at the meeting in which the action is taken. An affirmative vote of two-thirds majority of all the directors shall be required for the submission of the proposed amendment to the congregation. Such amendment shall then be disseminated by newsletter or congregational mailing and submitted to the congregation in a regular or special meeting, after prior announcement, and shall be approved by two-thirds majority of those voting members present before becoming effective.
- C. The secretary shall record the approved amendment.