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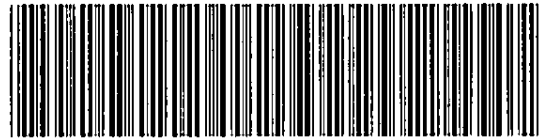
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August 27th 2025

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TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Emmaus Baptist College, Inc

DOCUMENT NUMBER: 703957

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

Please return all correspondence concerning this matter to the following:

Carey Ugas
Name of Contact Person
NCLL
Firm/ Company
13790 Roosevelt Blvd., Suite A
Address
Clearwater, FL 33762
City/ State and Zip Code
president@emmausbaptistcollege.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Carey Ugas at (727) 605-0129
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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Third Revised Charter of Incorporation of EMMAUS BAPTIST COLLEGE, INC.

FILED
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TALLAHASSEE, FL

EMMAUS BAPTIST COLLEGE, INC., a Florida non-profit corporation, was originally incorporated under a charter filed in Polk County, Florida, under the name FLORIDA BAPTIST INSTITUTE AND SEMINARY, INC. This original charter was filed with the office of the Secretary of State of the State of Florida on February 8, 1958. The corporation subsequently changed its name to FLORIDA BAPTIST SCHOOLS, INC., by Certificate of Amendment filed with the office of the Secretary of State on November 20, 1974. A revised charter of incorporation was filed September 26, 1975. A second revised charter of incorporation was filed on October 11, 1994. The name was further amended to EMMAUS BAPTIST COLLEGE, INC., on May 18, 2007, pursuant to an approved Articles of Amendment. The corporation is a designated non-profit organization operating exclusively for charitable, religious, and educational purposes, as defined under Section 501(c)(3) of the Internal Revenue Code.

This corporation has most recently operated under its Revised Certificate of Incorporation, filed with the Secretary of State on December 9, 1994. To ensure compliance with current Florida statutes and to align with modern governance practices, this Third Revised Charter of Incorporation replaces and supersedes all prior charters and amendments. It affirms the non-profit nature of the corporation, the charitable intent of its operations, and its dedication to the advancement of Christian education consistent with the historic faith of Landmark Missionary Baptist Churches.

Now, under the corporate seal and the signatures of its Chairman, R. Wayne Tanner, and Secretary, Deborah Clanton, it is hereby certified that, at a duly convened meeting of the Board of Trustees of EMMAUS BAPTIST COLLEGE, INC., held in accordance with the Revised Certificate of Incorporation, this Third Revised Charter of Incorporation was adopted by unanimous vote of all Trustees and subsequently approved by all sponsoring churches.

All prior charters, amendments, and revisions are hereby terminated and replaced with this updated charter, which complies with Chapter 617 of the Florida Statutes and the requirements for maintaining tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE I - NAME AND LOCATION

The name of this corporation is EMMAUS BAPTIST COLLEGE, INC., a Florida non-profit corporation. The principal address of this corporation is 706 Dew Bloom Road, Brandon, Hillsborough County, Florida 33881. The corporation may designate additional branches or offices within or outside the state of Florida as deemed necessary by the Board of Trustees. The corporation shall maintain a registered office and registered agent in the State of Florida as required by Chapter 617 of the Florida Statutes. The registered office and registered agent may be changed from time to time by the Board of Trustees in compliance with state law.

ARTICLE II - PURPOSE, NATURE, AND OBJECTIVES

1. The corporation is organized exclusively for charitable, religious, and educational purposes, including the promotion and advancement of Christian education, as defined under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
2. The primary purpose of this corporation is to promote, administer, and financially undergird EMMAUS BAPTIST COLLEGE and other Christian educational institutions it may establish, as permitted by this

charter. These institutions shall adhere to recognized academic standards in a manner consistent with the historic faith of Landmark Missionary Baptist Churches.

3. The corporation shall operate as a non-profit organization, ensuring that all actions and functions are conducted exclusively to further its tax-exempt purposes.
 4. To expand access to Christian education, the corporation may develop and support programs in traditional classroom settings, online education platforms, faculty development, and student outreach initiatives.
 5. No part of the corporation's earnings shall inure to the benefit of any private individual, except as reasonable compensation for services rendered in furtherance of its purposes.
 6. The corporation shall not engage in any activities prohibited under Section 501(c)(3) of the Internal Revenue Code, including political campaigning or lobbying, except as permitted by law.
 7. All activities, resources, and institutions under this corporation shall be administered to further the objectives of Christian discipleship, academic excellence, and the preparation of individuals for ministry and service consistent with biblical principles.
-

ARTICLE III - MEMBERSHIP

1. Composition of Membership

The membership of this corporation shall be composed of the following sponsoring churches:

- **Bay Lake Baptist Church, Groveland, FL, Inc.**
- **East Side Baptist Church, Mulberry, FL, Inc.**
- **Oakwood Baptist Church, Brandon, FL, Inc.**
- **Westwood Missionary Baptist Church, Winter Haven, FL, Inc.**

2. Election of Trustees

A. Each sponsoring church shall elect from among its members in good standing three (3) individuals to serve as trustees of this corporation. Trustees shall serve at the discretion of the sponsoring church and in accordance with the provisions outlined in Article IV.

B. Each trustee must adhere to the doctrinal principles and mission of the corporation, and their election must be confirmed in writing by the sponsoring church.

3. Withdrawal of Sponsoring Churches

A. A sponsoring church may voluntarily withdraw its membership by providing written notice to the Board of Trustees.

B. Involuntary removal of a sponsoring church requires the unanimous vote of the other sponsoring churches and a three-fourths majority vote of the Board of Trustees. Grounds for removal include doctrinal deviation, inactivity, or conduct inconsistent with the corporation's mission.

4. Responsibilities of Sponsoring Churches

A. Sponsoring churches shall provide spiritual and financial support to the corporation and actively participate in its governance through the election of trustees.

B. Sponsoring churches shall ensure that elected trustees fulfill their roles and responsibilities as outlined in the corporation's governing documents.

ARTICLE IV – TRUSTEES

This Article IV, renamed “Trustees” replaces and supersedes the previous Article IV as restated herein.

1. Composition of the Board of Trustees

- A. The Board of Trustees shall consist of individuals elected by the sponsoring churches, as outlined in Article III. Each sponsoring church shall elect three (3) trustees from among its members in good standing.
- B. Trustees must affirm their agreement with the corporation's mission, doctrinal statement, and governing principles.

2. Roles and Responsibilities

- A. Trustees shall oversee the governance and operations of the corporation, ensuring alignment with its mission and purposes as described in Article II.
- B. Trustees are responsible for approving major policy adjustments, amendments to the Articles of Incorporation, and other critical matters concerning the corporation.
- C. Trustees shall act in good faith, exercise due diligence, and avoid conflicts of interest in their decisions.

3. Term and Tenure

- A. Trustees shall serve terms as determined by the by-laws of the corporation.
- B. A trustee may resign by submitting written notice to the Board of Trustees, effective upon acceptance by the Board.

4. Removal of Trustees

- A. A trustee may be removed for cause, including but not limited to:
 - i. Failure to fulfill fiduciary duties.
 - ii. Conduct detrimental to the mission and objectives of the corporation.
 - iii. Doctrinal deviation or actions inconsistent with the principles of Landmark Missionary Baptist Churches.
- B. Removal requires a two-thirds majority vote of the remaining trustees and the unanimous approval of the trustee's sponsoring church.

5. Conflict of Interest and Ethical Standards

- A. Trustees must disclose any potential conflicts of interest related to corporate transactions or governance decisions.
- B. Trustees shall adhere to a code of ethics, ensuring integrity, accountability, and transparency in their actions.

6. Vacancies

- A. In the event of a trustee vacancy, the sponsoring church responsible for that trustee's election shall promptly appoint a replacement.
- B. The new trustee shall serve the remainder of the unexpired term.

7. Liability Protection

- A. No trustee shall be personally liable for the debts or obligations of the corporation. Trustees shall be indemnified to the fullest extent permitted by law for actions taken in good faith within the scope of their duties.

8. Committees

- A. The Board of Trustees may establish standing or ad hoc committees to carry out specific functions or responsibilities.
- B. Each committee shall operate under guidelines approved by the Board of Trustees.

The present trustees and their addresses are:

BAY LAKE BAPTIST CHURCH, GROVELAND, FL, INC.:

Sheely, Darrell (Pastor) – 9016 Bay Lake Road, Groveland, FL 34736

Burkett, Jerry – 1633 Stanley Avenue, Groveland, FL 34736

Burgner, Richard – 9633 Dr. Baker Road, Groveland, FL 34736

EAST SIDE BAPTIST CHURCH, MULBERRY, FL, INC.:

Tanner, R. Wayne (Chairman, Pastor) – 1310 NE Second Street, Mulberry, FL 33860

Hayes, Jerry – 1401 NE First St., Mulberry, FL 33860

McDonald, Darrell – 520 Lemon Street, Mulberry, FL 33860

OAKWOOD BAPTIST CHURCH, BRANDON, FL, INC.:

Seals, Michael (Pastor) – 540 S. Oakwood Ave., Brandon, FL 33511

Clanton, Deborah (Secretary) – 2843 N. Brandon Rd., Avon Park, FL 33825

Kitchell, Jane – 4311 Culbreath Road, Valrico, FL 33596

WESTWOOD MISSIONARY BAPTIST CHURCH, WINTER HAVEN, FL, INC.:

Lanier, Walter (Pastor) – 406 W. Lake Deer Drive, Winter Haven, FL 33880

Norris, David – 112 Coleman Rd., Winter Haven, FL 33880

Ritch, Archie – 6000 Polk City Road, Haines City, FL 33844

ARTICLE V - POWERS

As a means of accomplishing the purposes enumerated in Article II, the corporation shall have the following powers:

1. General Powers

- A. The corporation shall have the power to perform all lawful acts necessary or desirable to achieve its purposes as specified in Article II, consistent with its status as a non-profit, tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code and Chapter 617 of the Florida Statutes.

2. Property and Financial Management

- A. To acquire, receive, hold, manage, and dispose of property, both real and personal, by gift, grant, devise, bequest, purchase, or other legal means.
- B. To lease, encumber, sell, exchange, or otherwise transfer corporate assets, subject to applicable law and with approval from the Board of Trustees and sponsoring churches as required by this charter.
- C. To establish endowments, trusts, or special funds to support the corporation's mission and objectives.

3. Financial Oversight and Accountability

- A. To develop and approve annual budgets and financial statements to ensure the corporation operates within its means and fulfills its charitable purposes.
- B. To engage independent auditors to perform regular financial audits, ensuring transparency and accountability.
- C. To establish policies for managing donor contributions, including restricted funds, to guarantee their use aligns with donor intent and the corporation's mission.

4. Borrowing and Debt Management

- A. To borrow money and issue bonds, debentures, promissory notes, or other evidence of debt, and to secure payment of such obligations by mortgage, pledge, or other legal means.
- B. Any borrowing or debt obligations involving significant corporate assets, including campuses or endowment funds, must be approved by a three-fourths majority vote of the Board of Trustees and the unanimous consent of the sponsoring churches.

5. Investments

- A. To invest and reinvest corporate funds in accordance with policies established by the Board of Trustees and consistent with fiduciary standards.
- B. Investments must align with the corporation's charitable purposes and avoid conflicts with its doctrinal principles.

6. Emergency Financial Actions

- A. In the event of a financial crisis or natural disaster, the Board of Trustees may authorize emergency financial actions, including temporary reallocation of funds, to protect the corporation's operations and assets.
- B. Such actions must be reported to the sponsoring churches at the next scheduled meeting.

7. Prohibited Activities

- A. The corporation shall not engage in activities that conflict with its non-profit, tax-exempt status, including but not limited to political campaigning or lobbying, except as permitted by law.
- B. No part of the corporation's net earnings shall inure to the benefit of any private individual, except as reasonable compensation for services rendered in furtherance of its purposes.

8. Delegation of Authority

- A. The Board of Trustees may delegate authority to the President or other officers to manage day-to-day operations, provided such delegation aligns with the corporation's governing documents and tax-exempt purposes.

9. Indemnification and Liability

- A. The corporation shall indemnify trustees, officers, employees, and agents to the fullest extent permitted by law for actions taken in good faith within the scope of their duties.
- B. No trustee, officer, or employee shall be personally liable for the debts or obligations of the corporation, except in cases of gross negligence, willful misconduct, or fraud.

ARTICLE VI - OFFICERS

1. Composition of Officers

- A. The officers of this corporation shall include:
 - i. Chairman
 - ii. Vice-Chairman
 - iii. Secretary
 - iv. President
- B. All officers, except the president, must be members of the Board of Trustees.

2. Election and Term of Office

- A. Officer elections shall be held by the Board of Trustees at the first meeting of the calendar year.
- B. The Chairman, Vice-Chairman, and Secretary shall serve a one-year term but may be re-elected, provided they meet the qualifications and continue to serve as trustees.

- C. Vacancies occurring during a term shall be filled by a vote of the Board of Trustees at the next scheduled meeting or a specially called meeting.

3. Roles and Responsibilities

A. Chairman, Vice-chairman, and Secretary

- i. Roles and responsibilities of the chairman, vice-chairman, and secretary shall be outlined in the bylaws of EMMAUS BAPTIST COLLEGE, Inc.

B. President

- i. The Board of Trustees shall select a professional educator and administrator to fill the office of President and chief executive officer of this corporation, who shall meet the qualifications as specified in the bylaws.
- ii. The President may or may not be a trustee of the corporation, as determined by the Board of Trustees at the time of appointment.
- iii. The President shall serve as the registered agent of the corporation in the State of Florida and as the Chief Executive Officer (CEO).
- iv. The President's duties and authority, including daily operational management and other responsibilities, shall be designated by the Board of Trustees and specified in the bylaws and the contractual agreement between the Board and the President.

4. Succession and Emergency Protocols

- A. In the event of the incapacity, resignation, removal, or death of an officer, the Board of Trustees shall promptly appoint a replacement to serve the remainder of the unexpired term.
- B. The Vice-Chairman shall automatically assume the responsibilities of the Chairman in an emergency until a formal replacement is elected.
- C. In the event of the incapacity, resignation, removal, or death of the president, a temporary Dean of Administration shall be appointed by the board of trustees until a formal replacement is elected in accordance with the guidelines outlined in the bylaws of this corporation.

5. Removal of Officers

- A. An officer may be removed from their position for cause, including but not limited to failure to perform duties, misconduct, moral turpitude, or actions inconsistent with the corporation's mission.
- B. Removal requires a two-thirds majority vote of the Board of Trustees.
- C. Removal of the president: The termination process of the office of president must include at least 90 days advance notice, except in cases of unlawful actions or moral turpitude. Additional guidelines, stipulated in the bylaws and the contractual agreement with the president, shall be followed by the board of trustees.

6. Indemnification and Liability

- A. Officers shall be indemnified by the corporation to the fullest extent permitted by law for actions taken in good faith and within the scope of their responsibilities.
 - B. No officer shall be personally liable for the debts or obligations of the corporation except in cases of gross negligence, willful misconduct, or fraud.
-

ARTICLE VII – EXECUTIVE COMMITTEE

The pastors of the sponsoring churches of this corporation shall constitute the Executive Committee. The Executive Committee shall be available for consultation with the President of this corporation concerning major policy issues which may arise between meetings of the Board of Trustees and shall discharge whatever other duties may be delegated to it by the Board of Trustees.

ARTICLE VIII – MEETING QUORUM

1. Regular Meetings

- A. The Board of Trustees shall hold at least two regular meetings annually:
 - i. At the beginning of the calendar year, during which the President shall present a business report of the previous year.
 - ii. Following the close of the fiscal year, to review and approve financial and operational reports.

2. Special Meetings

- A. Special meetings of the Board of Trustees may be called by:
 - i. The Chairman of the Board of Trustees
 - ii. Any pastor of a sponsoring church
 - iii. The President of the corporation
- B. Notice of special meetings, including the time, place, and purpose, must be provided to all trustees in accordance with the bylaws.

3. Quorum

- A. A simple majority of the Board of Trustees shall constitute a quorum for the transaction of business at any regular or special meeting.
- B. For the purpose of recommending amendments to this charter or amending the bylaws, at least two trustees from each sponsoring church must be present.

4. Methods of Meeting

- A. Meetings may be conducted in person, by telephone, or via electronic means, as permitted by law and the bylaws of the corporation.

5. Minutes and Records

- A. Minutes of all meetings of the Board of Trustees shall be recorded by the Secretary.
 - B. A copy of all meeting minutes shall be maintained at the primary office of the corporation and made available for review by the Board of Trustees and sponsoring churches upon request.
 - C. Actions taken at meetings must comply with the Articles of Incorporation, bylaws, and applicable laws.
-

ARTICLE IX - BYLAWS

1. Adoption and Authority

- A. The Board of Trustees shall have the authority to adopt, amend, or rescind the bylaws of this corporation by a three-fourths majority vote of the trustees present at a duly called meeting.
- B. The bylaws shall govern the internal operations and procedures of the corporation, provided they are consistent with these Articles of Incorporation and applicable law.

2. Amendment Procedures

- A. Proposed amendments to the bylaws must be presented in writing to all trustees at least 30 days prior to the meeting at which the amendments will be considered.
- B. Amendments to the bylaws shall require approval by a three-fourths majority vote of the Board of Trustees.

3. Record of Bylaws

A current copy of the bylaws shall be maintained at the primary office of the corporation and made available for review by trustees, sponsoring churches, and legal authorities as required.

4. Scope of Bylaws

The bylaws shall include, but are not limited to, provisions addressing:

- A. The roles and responsibilities of officers and committees.
- B. Procedures for meetings, elections, and decision-making.
- C. The operational and administrative policies of the corporation.

ARTICLE X – AMENDMENTS

1. Proposal and Approval of Amendments

The Board of Trustees may, by a three-fourths majority vote, propose specific amendments to or revisions of this Third Revised Charter of Incorporation. However, no such amendment or revision shall take effect without the unanimous approval of all the members (sponsoring churches) of this corporation.

2. Filing and Effectiveness

- a. Approved amendments shall be filed with the Secretary of State of Florida in accordance with Chapter 617 of the Florida Statutes.
- b. Amendments shall take effect upon filing unless a later effective date is specified in the amendment.

3. Record of Amendments

A copy of all approved amendments shall be maintained with the official corporate records at the primary office of the corporation and made available for review by trustees and sponsoring churches upon request.

ARTICLE XI – DISSOLUTION

1. Voluntary Dissolution

This corporation may be voluntarily dissolved upon:

- A. A unanimous recommendation of the Board of Trustees at a duly called meeting with a quorum present.
- B. Unanimous approval of the sponsoring churches, confirmed in writing.

2. Involuntary Dissolution

In the event of involuntary dissolution, the Board of Trustees shall take all necessary steps to legally reinstate the corporation unless doing so would compromise the doctrinal principles of Landmark Missionary Baptist Churches.

3. Disposition of Assets

Upon dissolution, the assets of the corporation shall be applied and distributed as follows:

- A. All liabilities and obligations of the corporation shall be paid, satisfied, or adequately provided for.
- B. Any remaining assets shall be distributed exclusively to one or more organizations that:
 - i. Are organized and operated for charitable, religious, or educational purposes.

- ii. Qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- iii. Align with the doctrinal principles and mission of the corporation.

4. Records and Documentation

The Board of Trustees shall ensure that all corporate records, including financial documents and meeting minutes, are preserved or transferred to a successor organization or an appropriate archive, as determined by the Board.

5. Notification and Compliance

- A. The dissolution process shall comply with Chapter 617 of the Florida Statutes and any other applicable laws.
- B. Written notification of the dissolution shall be provided to all sponsoring churches, creditors, and relevant authorities.

ARTICLE XII – SUBSCRIBERS

The names and addresses of the subscribers to the original Certificate of Incorporation were as follows:

- Earl Lewellen, Lakeland, Florida
- Leon Pelham, Lakeland, Florida
- James Dorman, Plant City, Florida
- W. T. Bridges, Polk City, Florida
- Oris Cannon, Auburndale, Florida
- Fred Mann, Lakeland, Florida
- W. O. Faulkner, Lakeland, Florida

Historical Record

The names and addresses of these subscribers shall remain a permanent part of the corporate records as a testament to their foundational role in the establishment of the corporation.

Preservation of Records

The corporation shall maintain a record of the original subscribers and their contributions to the founding of the organization at the primary office of the corporation.

ARTICLE XIII – APPROVAL

1. Approval by the Board of Trustees

This Third Revised Charter of Incorporation was adopted by unanimous vote of the Board of Trustees at a duly called meeting where a quorum was present.

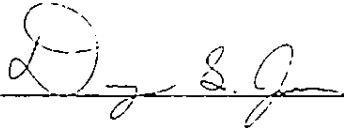
2. Approval by Sponsoring Churches

- a. This charter has been unanimously approved by the sponsoring churches of this corporation, as evidenced by resolutions submitted in writing by each church.
- b. The resolutions of each sponsoring church approving this charter shall be attached hereto and made a permanent part of this document.
- c. A certified copy of this charter and the accompanying resolutions shall be maintained at the primary office of the corporation and made available for review upon request.

3. Filing and Certification

- a. This Third Revised Charter of Incorporation shall be filed with the Secretary of State of Florida in accordance with Chapter 617 of the Florida Statutes.
- b. The Chairman and Secretary of the Board of Trustees certify that this charter has been duly approved and adopted as outlined above.

IN WITNESS WHEREOF, EMMAUS BAPTIST COLLEGE, INC., has caused this Third Revised Charter of Incorporation to be signed, and its corporate seal to be affixed hereto, this 8th day of July, 2025.

By: 

Danny S. Jones, President and CEO
EMMAUS BAPTIST COLLEGE, INC.

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