

704165

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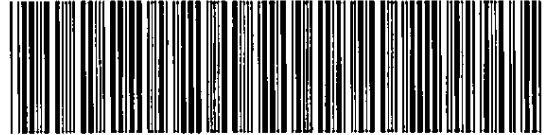
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2018 MAY 29 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

MAY 31 2018

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Luther Rice College & Seminary, Inc.

DOCUMENT NUMBER: 704165

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

Please return all correspondence concerning this matter to the following:

Steven Steinhilber, Executive Vice President

(Name of Contact Person)

Luther Rice College & Seminary, Inc.

(Firm/ Company)

3038 Evans Mill Rd.

(Address)

Lithonia, Georgia 30038

(City/ State and Zip Code)

Steven.Steinhilber@LutherRice.edu

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven Steinhilber _____ at _____ 770 _____ 484-1204
(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 type="checkbox"/> \$35 Filing Fee | <input checked="" 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

Articles of Amendment
to
Articles of Incorporation
of

Luther Rice College & Seminary, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

704165

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

N/A

N/A

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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TALLAHASSEE FLORIDA

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	N/A	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

1. Change each article header to read as follows:

Article I Name

Article II Type of Corporation

Article III Mission and Doctrine

Article IV Property

Article V Existence

Article VI Membership

Article VII Governance

Article VIII Administration

Article IX Indebtness

Article X Real Estate

Article XI Conflict of Interest

Article XII Officers

Article XIII Contributions

Article XIV Dues

Article XV Investments

Article XVI Board of Directors

E. Continued from previous page...

2. In addition to the Article header changes on the previous page, the Institution changed the numbering of Articles. The Institution deemed the previous Article I: "The Undersigned have associated and do hereby associate themselves together for the purpose of forming a Corporation, not for profit, under Chapter 617 of the Florida Statutes of 1959" not to be an Article. Therefore, Article I will now begin with Article I Name: The name of the Corporation shall be the "LUTHER RICE COLLEGE AND SEMINARY, INC." This reduces the number of Articles from XVII to XVI.
3. Previous Article V-A was removed from the *Articles of Incorporation*.
4. In addition to the header and numbering changes, the **wording** of several Articles was changed. The wording of the following Articles was amended and approved by the Board of Trustees on May 18, 2018:

Article II (previously Article III)

- Article to now read: "LUTHER RICE COLLEGE AND SEMINARY, INC., shall operate as a private, independent, non-profit Corporation, without capital stock."

Article III (previously Article IV)

- Article to now read: "The mission of LUTHER RICE COLLEGE AND SEMINARY, INC., is to serve the church by providing biblically based on-campus and distance education to Christian men and women for ministry with an end to granting undergraduate and graduate degrees. The LUTHER RICE COLLEGE AND SEMINARY, INC. members of the Board of Trustees affirm the Doctrinal Statement of the College and Seminary and where consistent with the Doctrinal Statement are committed to the Baptist Faith and Message."

Article IV (previously Article V)

- Article to now read: "Any and all property at any time held or acquired by LUTHER RICE COLLEGE AND SEMINARY, INC., shall be used for Christian education. Other uses may include religious and charitable purposes."

Article V (previously Article VI)

- Article to now read: "The "LUTHER RICE COLLEGE AND SEMINARY, INC." shall have perpetual existence. Dissolution of the Corporation shall only be for cause such as the inability to faithfully execute the Mission of the institution as stated in Article III. Dissolution of the Corporation shall require a majority vote of the entire Board of Trustees. Upon dissolution, the Board of Trustees shall distribute its remaining assets, if any remain, to (and only to) one or more like-minded organizations described in section 501 (c) 3 of the Internal Revenue Code."

Article VI (previously Article VII)

- Article to now read: "The affairs of LUTHER RICE COLLEGE AND SEMINARY, INC., shall be managed by members of Board of Trustees, consisting of not less than five (5) and no more than nineteen (19) members. The initial membership of the Board of Trustees shall be designated and appointed by the incorporators herein. The election, duties and powers of the members of the Board of Trustees shall be set forth in the ByLaws of the Corporation."

Article VII (previously Article VIII)

- Article to now read: "The Board of Trustees shall be authorized to provide by appropriate ByLaws not inconsistent herewith for the governing of LUTHER RICE COLLEGE AND SEMINARY, INC., including, but not limited to, appropriate provisions for fixing and changing the number of Trustees (within the limits stated in Article VI), filling vacancies upon the Board, selection of officers, and the amendment of such ByLaws; provided, however, no resolution to amend the Articles of Incorporation or ByLaws of this Corporation shall be valid except upon the affirmative vote of two-thirds (2/3) of the entire membership of the Board of Trustees. All ByLaws are to be made by motion of the Board of Trustees."

Article VIII (previously Article IX)

- "Corporation" changed to "LUTHER RICE COLLEGE AND SEMINARY, INC." and "charter" changed to "Articles of Incorporation".

Article IX (previously Article X)

- Article to now read: "The LUTHER RICE COLLEGE AND SEMINARY, INC., may subject itself to indebtedness."

Article X (previously Article XI)

- Article to now read: "The LUTHER RICE COLLEGE AND SEMINARY, INC., shall have the power to hold real estate."

Article XI (previously Article XII)

- Article to now read: "No stock in the LUTHER RICE COLLEGE AND SEMINARY, INC., shall be issued to any person and no dividends, pecuniary profits or refunds shall be declared to the members of the Board of Trustees of the Corporation except that members may be reimbursed for expenses incurred in proper performance of the purposes of the Corporation when so provided by the ByLaws of the Corporation."

Article XIII (previously Article XIV)

- Article to now read: "Without limiting the generality of the foregoing powers, the LUTHER RICE COLLEGE AND SEMINARY, INC. shall be specifically authorized and empowered to accept and receive gifts and contributions, either by will or otherwise, in any form of property; provided, however, the Corporation shall not receive any gift or contribution which is to be held or used for other than education, religious, or charitable

purpose. All gifts and contributions for an educational, religious, or charitable purpose which are accepted by the Corporation shall be held, administered, and used in accordance with the provisions of the donative intent in the instrument to the end that the wishes and directions of the donor shall be faithfully observed and carried out, to the fullest possible extent. Gifts will be received in accordance with the Gift Acceptance Policy approved by the Board of Trustees.

Article XIV (previously Article XV)

- "this Corporation" changed to "the Board of Trustees of LUTHER RICE COLLEGE AND SEMINARY, INC."

Article XV (previously Article XVI)

- Article to now read: "Except as it may be restricted by the terms of a donative intent in the donative instrument, the Board of Trustees may invest and reinvest the assets of the LUTHER RICE COLLEGE AND SEMINARY, INC., in such funds as it may, in its discretion, determine to be in the best interests of the Corporation within legal requirements and the ByLaws."

For the sake of clarity and specificity, the Institution has provided on the next page the full *Articles of Incorporation* (with modified numbering, headers, and content changes) as approved by the Board of Trustees on May 18, 2018.

Articles of Incorporation

The undersigned have associated and do hereby associate themselves together for the purpose of forming a Corporation, not for profit, under Chapter 617 of the Florida Statutes of 1959.

Article I Name

The name of the Corporation shall be the "LUTHER RICE COLLEGE AND SEMINARY, INC."

Article II Type of Corporation

LUTHER RICE COLLEGE AND SEMINARY, INC., shall operate as a private, independent, non-profit Corporation, without capital stock.

Article III Mission and Doctrine

The mission of LUTHER RICE COLLEGE AND SEMINARY, INC., is to serve the church by providing biblically based on-campus and distance education to Christian men and women for ministry with an end to granting undergraduate and graduate degrees.

The LUTHER RICE COLLEGE AND SEMINARY, INC. members of the Board of Trustees affirm the Doctrinal Statement of the College and Seminary and where consistent with the Doctrinal Statement are committed to the Baptist Faith and Message.

Article IV Property

Any and all property at any time held or acquired by LUTHER RICE COLLEGE AND SEMINARY, INC., shall be used for Christian education. Other uses may include religious and charitable purposes.

Article V Existence

The "LUTHER RICE COLLEGE AND SEMINARY, INC." shall have perpetual existence.

Dissolution of the Corporation shall only be for cause such as the inability to faithfully execute the Mission of the institution as stated in Article III. Dissolution of the Corporation shall require a majority vote of the entire Board of Trustees. Upon dissolution, the Board of Trustees shall distribute its remaining assets, if any remain, to (and only to) one or more like-minded organizations described in section 501 (c) 3 of the Internal Revenue Code.

Article VI Membership

The affairs of LUTHER RICE COLLEGE AND SEMINARY, INC., shall be managed by members of Board of Trustees, consisting of not less than five (5) and no more than nineteen (19) members. The initial membership of the Board of Trustees shall be designated and appointed by the incorporators herein. The election, duties and powers of the members of the Board of Trustees shall be set forth in the ByLaws of the Corporation.

Article VII Governance

The Board of Trustees shall be authorized to provide by appropriate ByLaws not inconsistent herewith for the governing of LUTHER RICE COLLEGE AND SEMINARY, INC., including, but not limited to, appropriate provisions for fixing and changing the number of Trustees (within the limits stated in Article VI), filling vacancies upon the Board, selection of officers, and the amendment of such ByLaws; provided, however, no resolution to amend the Articles of Incorporation or ByLaws of this Corporation shall be valid except upon the affirmative vote of two-thirds (2/3) of the entire membership of the Board of Trustees. All ByLaws are to be made by motion of the Board of Trustees.

Article VIII Administration

The conduct of all of the affairs and activities of LUTHER RICE COLLEGE AND SEMINARY, INC., shall be under the direction of the Board of Trustees who, subject only to provisions of law and the Articles of Incorporation and ByLaws of this Corporation, shall be authorized to exercise all the power of the Corporation.

Article IX Indebtedness

The LUTHER RICE COLLEGE AND SEMINARY, INC., may subject itself to indebtedness.

Article X Real Estate

The LUTHER RICE COLLEGE AND SEMINARY, INC., shall have the power to hold real estate.

Article XI Conflict of Interest

No stock in the LUTHER RICE COLLEGE AND SEMINARY, INC., shall be issued to any person and no dividends, pecuniary profits or refunds shall be declared to the members of the Board of Trustees of the Corporation except that members may be reimbursed for expenses incurred in proper performance of the purposes of the Corporation when so provided by the ByLaws of the Corporation.

Article XII Officers

The persons hereinafter named shall occupy and perform the duties of the offices as hereinafter designated, and manage all the affairs of the Corporation until the first election of officers and directors herein above prescribed:

President	Rev. Clyde P. Jones	Waycross, GA
Vice-President	Rev. Robert G. Witty	Jacksonville, FL
Secretary	Rev. Robert A. Dunaway	Boulougne, FL
Treasurer	Rev. Henry Mangum	Jacksonville, FL

Permanent officers are to be elected upon issuance of Charter.

Article XIII Contributions

Without limiting the generality of the foregoing powers, the LUTHER RICE COLLEGE AND SEMINARY, INC. shall be specifically authorized and empowered to accept and receive gifts and contributions, either by will or otherwise, in any form of property; provided, however, the Corporation shall not receive any gift or contribution which is to be held or used for other than education, religious, or charitable purpose. All gifts and contributions for an educational, religious, or charitable purpose which are accepted by the Corporation shall be held, administered, and used in accordance with the provisions of the donative intent in the instrument to the end that the wishes and directions of the donor shall be faithfully observed and carried out, to the fullest possible extent. Gifts will be received in accordance with the Gift Acceptance Policy approved by the Board of Trustees.

Article XIV

Dues

No dues shall be required of the members of the Board of Trustees of LUTHER RICE COLLEGE AND SEMINARY, INC.

Article XV

Investments

Except as it may be restricted by the terms of a donative intent in the donative instrument, the Board of Trustees may invest and reinvest the assets of the LUTHER RICE COLLEGE AND SEMINARY, INC., in such funds as it may, in its discretion, determine to be in the best interests of the Corporation within legal requirements and the ByLaws.

Article XVI

Board of Directors

The persons hereinafter named shall occupy and perform the duties as a Board of Directors of this Corporation and shall hold office until the first election of officers:

Board of Directors

Roberts A. Dunaway	Boulougne, Florida
Robert G. Witty	Jacksonville, Florida
Clyde P. Jones	Waycross, Georgia
Henry Mangum	Jacksonville, Florida
Robert T. Jones, Jr.	Jacksonville, Florida
Address of Board of Directors	1437 Flagler Avenue Jacksonville, FL

May 18, 2018

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

June 30, 2018

Effective date if applicable: _____

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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.

5/22/18

Dated _____

Signature



(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)

James Flanagan

(Typed or printed name of person signing)

President/CEO

(Title of person signing)