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AW OFFICE

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FILED
99 SEP -7 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 3, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/07/99--01109--021
*****35.00 *****35.00

RE: St. Luke Missionary Baptist Church, Inc.

Dear Sir or Madam:

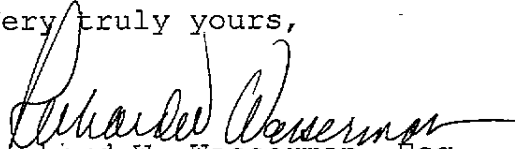
Enclosed please find the following:

- The original Resolution to Adopt Amended and Restated Articles of Incorporation, together with Amended Articles attached.
- A check in the amount of \$35.00 for the filing fee and for a Certificate of Status.
- A self-addressed stamped envelope.

Once you have filed the Resolution to Adopt Amended and Restated Articles of Incorporation, together with Amended Articles, please return the Certificate of Status in the self-addressed stamped envelope.

Thank you in advance for your attentions herein.

Very truly yours,


Richard W. Wasserman, Esq.

RWW:kf

Enclosures

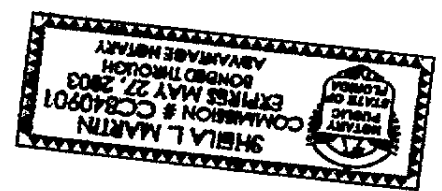
AMENDED RESOLUTION
~~AMENDED RESOLUTION~~
9/15

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESOLUTION
TO ADOPT AMENDED AND RESTATED
ARTICLES OF INCORPORATION
ST. LUKE BAPTIST CHURCH, INC.**

Be it resolved, that on the 21st day of June, 1999, the members of St. Luke Baptist Church, Inc., did meet in a special meeting called in accordance with Article XII of the Corporate Charter for the purpose of amending and updating its present charter. Attached is a true copy of the amended articles of incorporation, as voted for and approved by this membership on the 21st day of June, 1999.

Aldin Everette Aldin Everette
(Moderator)
Regina Neely Regina Neely
(Clerk)
Sheila Martin
(Notary)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R E S O L U T I O N

Be it Resolved, that the Articles of Incorporation of St. Luke Baptist Church, Inc., be amended to read as follows:

A M E N D E D
A R T I C L E S O F I N C O R P O R A T I O N
-OF-
S T. L U K E B A P T I S T C H U R C H , I N C .

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporation not for profit, and respectfully petition the Secretary of State for approval of such corporation under the following propose:
Articles of Incorporation:

A R T I C L E I

NAME:

The name of the corporation shall be:

ST. LUKE BAPTIST CHURCH, INC.

and it shall have its location and seat of operation at its church edifice at 1809 N.W. 6th Avenue in the City of Miami, County of Dade and State of Florida, or at any hereafter acquired church edifice used in place of the present church edifice. This corporation shall by virtue of these articles be taken, held and considered as a consolidation and merger of the unincorporated religious society heretofore known as

St. Luke Baptist Church and this corporation not for profit, known as St. Luke Baptist Church, Inc., into one organization to wit: St. Luke Baptist Church, Inc., a corporation not for profit.

A R T I C L E I I

PURPOSE:

The general purposes and objects of this corporation shall be to sustain divine worship; to conduct for religious instruction and worship churches, parsonages and other institutions of a religious, educational, charitable and benevolent character; to advance spiritual growth and enlightenment, moral and personal purity among its own membership and the people of the community in which it is located; to provide for the preaching of the Gospel of Jesus Christ; to circulate the Bible and religious literature; to own and operate printing presses for publication of religious literature to support religious education; and for the purpose of promoting the foregoing objectives this corporation shall have the rights to acquire, either by gift or purchase, and to hold or sell, mortgage or encumber in any manner, lease and improve real estate and personal property for itself and others, either by trustees or otherwise.

A R T I C L E I I I

QUALIFICATIONS FOR MEMBERSHIP:

All of the present members of St. Luke Baptist Church and all of those who are hereafter admitted herein by Baptism, by letter, or by Christian experience as now and as

and as hereafter provided in and by the new Directory for Baptist Churches, sometimes known as Hiscox's manual, shall constitute the members of St. Luke Baptist Church, Inc.

A R T I C L E I V

This corporation shall have perpetual existence, unless dissolved in accordance with law.

A R T I C L E V

MEETINGS:

The annual meeting of this corporation shall be held on the first Thursday after the first Sunday in January of each year.

Special meeting of this corporation shall be held any time and place, when called by pastor or by a majority of the officers of the church, provided notice of the time and place thereof shall be given by the pastor from the pulpit or by any deacon or deacons from the floor of the church at the morning and evening church service on the Sunday immediately preceding the date of such meeting. A quorum of 25 shall be necessary for the valid transaction of business at any special meeting.

In lieu of any notice, notice of any meeting of the corporation may be given by letter or postcard sent to the members at their addresses appearing on the church records at least three days before the date of the meeting, stating the time, place and purpose of the meeting.

Any member has the right to petition orally or in

writing to the pastor or deacons to bring an emergency matter before their meeting for consideration.

A R T I C L E VI

MANAGEMENT OF AFFAIRS

The affairs of this corporation shall be conducted and managed by a board of trustees duly elected by the membership of this corporation at a regular or special meeting assembled by a two-thirds vote of a quorum of not less than twenty five members. No action taken by the trustees shall be contrary to or inconsistent with the present or future provisions of the new Directory for Baptist Church, sometimes known as Hiscox's Manual, the present and future provisions of which shall govern the conduct of all affairs of this corporation whenever applicable. They shall bring all recommendations to the pastor and deacons for their consideration, before taking them to the membership, for final approval.

A moderator shall be elected by the membership at its annual or special meeting of this corporation. His or her duties shall be to preside over and administer all annual or special meetings of the membership. The moderator need not be either a member of the board of trustees nor a deacon.

The board of trustees elected by the membership shall be not less than seven no more than nine members. Their tenure shall be annually and may be re-elected or replaced by the membership at a meeting duly called for that purpose.

In addition to the trustees there shall be no less than seven nor more than fifteen active deacons of the St. Luke

Baptist Church, Inc., whose tenure shall be for life.

Nothing herein shall be construed to prevent any Trustee from being elected to succeed him or herself.

No officer shall receive any compensation until such compensation shall have been fixed by the By-Laws. The pastor shall receive the salary set forth in a formal contract entered into between the pastor and the church, which contract may be terminated as hereinafter provided in the Amended By Laws adopted herein.

A R T I C L E VII

PRESENT MANAGERS:

The day to day affairs of this corporation as indicated in Article VII shall be conducted and managed by the board of trustees. The religious affairs of this corporation shall be managed by the deacons. Both the deacons and the trustees shall serve until their successors are elected on the first Thursday after the first Sunday in January of each year.

The church shall elect a staff to assist in the business affairs of this corporation. The elected staff shall be: Clerk, Financial Secretary, Treasurer, who shall serve until their successors are elected on the first Thursday after the first Sunday in January of each year.

A R T I C L E VIII

This corporation may own real estate to the value of \$1,000,000.00; its debt limit shall be \$500,000.00.

A R T I C L E IX

The deacons and the trustees shall have the authority to carry on and transact the ordinary affairs and business of this corporation, but all other than ordinary affairs and business shall be referred to the members in a special or annual meeting for discussion and decision before any final disposition thereof.

A R T I C L E X

No member of this corporation shall have any vested transferable or inheritable interest in any of the property, assets, or functions of this corporation and any interest shall be in common with all other members and shall cease upon death, or exclusion from membership or desertion, as provided in the new Directory Baptist Churches, sometimes known as Hiscox's Manual.

A R T I C L E XI

AMENDMENTS:

The By-Laws of the church and these Articles of Incorporation may be altered, changed or amended by the church at any regular or special business meeting called for that purpose, provided that proper notice has been given at a previous regular meeting, and provided also that such proposed changes have been submitted to the deacons for their consideration prior to bringing it to the church for consideration. The deacons may express approval or

disapproval, but final action thereof is subject to the vote of the membership of the church. All such proposed alterations, changes or amendments of the By-Laws or Articles of Incorporation must receive the affirmative vote of two-thirds majority of the members present and voting at such meeting, and no such meeting shall be valid unless there is a quorum of not less than 25 members.

DATED the 21 day of June, 19 99

Gerald E. [Signature]
(Moderator/President)

Regina Neely Regina Neely
(Clerk)

Yvette U. Grant

[Signature]
(Secretary)

[Signature]
(Notary)

