

Division of Corporations

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FLORIDA BAPTIST CHILDREN'S HOMES, INC.

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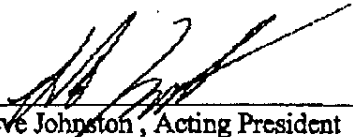
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**ARTICLES OF AMENDMENT AND RESTATEMENT TO  
ARTICLES OF INCORPORATION  
OF FLORIDA BAPTIST CHILDREN'S HOMES, INC.**

The undersigned officer of FLORIDA BAPTIST CHILDREN'S HOMES, INC., a Florida not-for-profit corporation (the "Corporation"), desiring to amend and restate the Articles of Incorporation of the Corporation pursuant to Sections 617.1006 and 617.1007 of the Florida Business Corporation Act, states as follows:

1. The name of the Corporation is FLORIDA BAPTIST CHILDREN'S HOMES, INC.
2. The Articles of Incorporation of the Corporation are amended and restated in their entirety as attached hereto as Exhibit A.
3. The amendment to the Articles of Incorporation of the Corporation was approved by unanimous consent of the board of directors of the Corporation on July 26, 2011.
4. The Corporation has no members; as a result, member approval is not needed.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Amendment and Restatement effective this 2 day of December, 2011.

  
\_\_\_\_\_  
Steve Johnston, Acting President

**EXHIBIT A**

(Attached)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**FLORIDA BAPTIST CHILDREN'S HOMES, INC.**

The undersigned, being competent to contract, subscribes to these Amended and Restated Articles of Incorporation regarding a corporation not-for-profit under the laws of the State of Florida and certifies as follows:

ARTICLE I - Name

The name of the Corporation shall be:

FLORIDA BAPTIST CHILDREN'S HOMES, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office of the Corporation is 1015 Sikes Boulevard, Lakeland, Florida 33815, and the mailing address of the Corporation is P.O. Box 8190, Lakeland, Florida 32802.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. The Corporation shall be authorized to provide social services and programs as provided by the Corporation's Board of Trustees (i) to individuals, families, and congregations, (ii) in a Christian context of evangelism, missions and education, and (iii) without discrimination.

C. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's trustees, 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 the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

E. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

F. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

#### ARTICLE IV - Term of Existence

The Corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE V - Registered Office and Agent

The street address of the registered office of the Corporation is 1015 Sikes Boulevard, Lakeland, Florida 33815, and the name of the registered agent of the Corporation at that address is STEVE JOHNSTON.

#### ARTICLE VI - Trustees

A. The Corporation shall be managed by a Board of not less than twenty-four (24) Trustees.

B. The Board of Trustees shall be elected and appointed by the Florida Baptist State Convention in its regular annual sessions, as provided in the Bylaws of the Corporation.

#### ARTICLE VII - Amendment to Articles

Subject to approval by the Florida Baptist State Convention acting upon a recommendation from the State Board of Missions, the Amended and Restated Articles of Incorporation may be further amended by the Trustees at any regular or special meeting of the Trustees upon thirty (30) days written notice thereof, and by a two-thirds (2/3) vote of the Trustees present at such meeting.

#### ARTICLE VIII - Bylaws

Subject to approval by the Florida Baptist State Convention acting upon a recommendation from the State Board of Missions, the power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Trustees. The Bylaws may be amended by the Trustees at any regular or special meeting of the Trustees upon thirty (30) days written notice thereof, and by a two-thirds (2/3) vote of the Trustees present at such meeting.

#### ARTICLE IX - Limitations to Corporate Power

A. Loans to and guarantees by the Corporation shall be contracted on behalf of the Corporation only if authorized by the Board of Trustees, and, except as otherwise provided in this Article, such loans and guarantees are conditioned upon consent from the Florida Baptist State Convention acting upon a recommendation from the State Board of Missions.

B. Any purchase, mortgage, lease or sale of real estate shall require the approval of two-thirds (2/3) of the Trustees present at a regular meeting or at a special meeting for said purpose, and, except as otherwise provided in this Article, is conditioned upon the consent of the Florida Baptist State Convention acting upon a recommendation from the State Board of Missions.

C. Notwithstanding the foregoing, consent of the Florida Baptist State Convention is not required to mortgage or sell any real property acquired by this Corporation by gift or otherwise, which does not comprise an integral part of the operation of the Corporation, including, but not limited to, that property known as "the pasture land."

D. Title to all property owned by the Corporation shall be deeded, mortgaged, or leased by instruments executed by the following officers of the Corporation: (i) the President or Vice President; (ii) the Secretary; and (iii) the Chairperson or Vice Chairperson of the Board of Trustees.

#### ARTICLE X - Dissolution

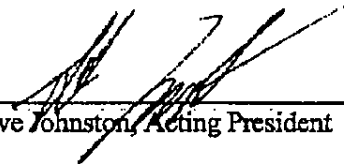
A. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Trustees shall determine.

B. Any assets not disposed of by the Board of Trustees as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 24<sup>th</sup> day of December, 2011.

FLORIDA BAPTIST CHILDREN'S HOMES, INC.:

By:

  
\_\_\_\_\_  
Steve Johnston, Acting President