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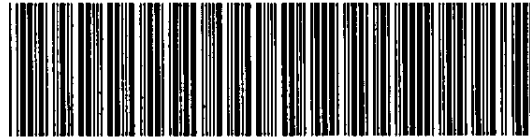
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2016 MAR 21 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAR 24 2016
C. CARROTHERS

Tom Smoot, Jr.
1242 Florida Avenue
Fort Myers, FL 33901
239-334-1492 home
239-560-9297 cell
jtsmootjr@gmail.com

March 17, 2016

Office of Secretary of State
Corporate Division
Corporate Filings
P.O.Box 6327
Tallahassee, FL 32314

Re: Amendment and Restatement of Articles of Incorporation
First Presbyterian Church of Fort Myers, Florida, Inc.

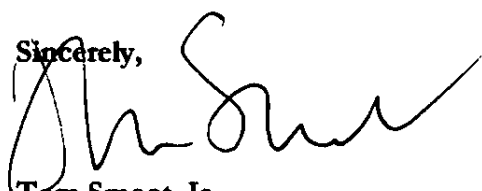
Ladies and Gentlemen:

Please find the original of the Amendment to and Restatement of the Articles of Incorporation of the First Presbyterian Church of Fort Myers, Florida, Inc.

The registered office and registered agent remain as previously designated and filed.

The \$35.00 fee for filing the Amendment and Restatement of the Articles is enclosed.

Sincerely,



Tom Smoot, Jr.

Cc: Rev. Paul deJong
Jon Poole
Joe Spielman

AMENDED AND RESTATED ARTICLES
OF INCORPORATION OF

FIRST PRESBYTERIAN CHURCH OF FORT MYERS, FLORIDA, Inc.

At a properly noticed, called, and convened meeting of the members of the corporation at which a quorum was present, a motion was properly made, seconded, and passed by the members of the corporation to amend and restate the Articles of Incorporation of the corporation not for profit, under the provisions of the "Florida Not For Profit Corporation Act," to read as follows:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I. NAME

The name of the corporation is FIRST PRESBYTERIAN CHURCH OF FORT MYERS, FLORIDA, INC.

ARTICLE II. INITIAL PRINCIPAL OFFICE

The initial principal office and mailing address of the corporation is 2438 Second Street, Fort Myers, FL 33901.

ARTICLE III. PURPOSE

The object, general nature, and purpose of the corporation shall be to be a church of the denomination of the Evangelical Presbyterian Church.

ARTICLE IV. MEMBERSHIP

Qualifications for membership in the corporation shall conform to the requirements of the Constitution of the Evangelical Presbyterian Church, or such other Reformed

denomination to which the church may belong. Members of the corporation shall be only those persons who are on the active roll of members of the First Presbyterian Church of Fort Myers, Florida, Inc.

ARTICLE V. TERM OF EXISTENCE AND IMMUNITY

The corporation shall exist perpetually.

Section 1. All officers of the corporation shall have all immunities from personal and civil liabilities granted by Florida and federal law.

ARTICLE VI. OFFICERS

Section 1. The business affairs of the corporation shall be managed by the Board of Directors, which shall consist of not less than three nor more than fifteen persons.

Section 2. The Board of Directors shall be elected for terms as set forth in the By-laws of the corporation. Election shall be by majority vote of the members present at which there is a quorum. Directors shall serve until their successors are duly elected and qualified.

Section 3. The Board of Directors may also be known as the Board of Trustees and/or Session as provided by the By-laws of the corporation. The By-laws may provide for the Session to include more or less than all of the Board of Directors.

Article VII. Officers

Section 1. The officers and directors shall be members of the Board of the corporation.

Section 2. There shall be a President; such number of Vice Presidents as are set by the By-Laws; a Secretary; a Treasurer; and such number of Assistant Secretaries and Treasurers as are set by the By-Laws. Other officers may be provided by the By-Laws. The same person may hold more than one office unless prohibited by law or the By-Laws.

Section 3. The President, the Vice Presidents and/or vice presidents, the Secretary, and the Treasurer shall be elected by the Board of Directors.

Section 4. All officers shall serve terms as set by the By-Laws or until their successors are duly elected and qualified.

ARTICLE VII.

This article intentionally left blank.

ARTICLE VIII. BY-LAWS

The By-Laws of the corporation shall be adopted by the members of the corporation and may be amended and changed from time to time by a majority of the members present at a meeting properly called for that purpose and at which a quorum is present.

ARTICLE IX. QUORUM

A quorum for the transaction of the business of the corporation shall consist of a majority of the Board of Directors. A quorum once established may not be defeated except by adjournment.

ARTICLE X. AMENDMENT AND MEETINGS OF MEMBERS

Section 1. These Articles of Incorporation may be amended by a two thirds vote by the members of the corporation present at a properly called meeting at which a quorum is present.

Section 2. All meetings of the members of the corporation shall be noticed, called in the same manner as, and have the same quorum requirements as congregational meetings under the Constitution of the Evangelical Presbyterian Church or such other Reformed Presbyterian denomination that the church may belong to.

Section 3. Meetings of the members of the corporation may be held in conjunction with and at the same time as meetings of the congregation.

ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation is 2438 Second Street, Fort Myers, Florida. Commencing with the date of this amendment and restatement, the Registered Agent is:

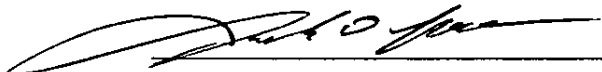
The Registered Agent shall serve until he or she resigns or is replaced by the Board of Directors.

ARTICLE XII. DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or corporation shall ever receive any dividend or share in the income from the undertaking of this corporation and upon dissolution of this corporation all assets remaining after payment of the costs and expenses of such dissolution shall be distributed in a manner in accordance with the purpose of this corporation as an Evangelical Presbyterian


not-for-profit church. Notwithstanding the above, no assets may be distributed which would disqualify the corporation from being exempt from taxation under Florida or federal law, including, but not limited to, Sections 501(c)(3) and 170(c) of the Internal Revenue Code of the United States.

This is to confirm that these Amended and Restated Articles of Incorporation have been duly adopted at a properly noticed and called meeting for which a quorum was present of the members of the corporation held Feb 14, 2016

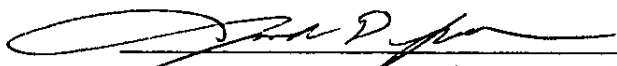

Joe Spielman, President

A true copy

Attest:


Betty Ann Prevatt,
Secretary

Acceptance by Registered
Agent:


JOSEPH D. SPIELMAN

RESOLUTION OF THE CONGREGATION AND MEMBERS OF THE CORPORATION
FIRST PRESBYTERIAN CHURCH of FORT MYERS, FLORIDA, INC.
FORTMYERS, FLORIDA, Inc.
(hereinafter the Church Corporation)

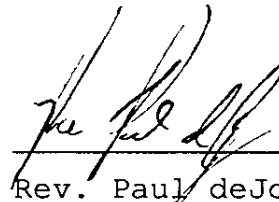
3.

ADOPTED AT ITS DULY NOTICED AND CALLED CONGREGATIONAL MEETING HELD
On _____, 2016.

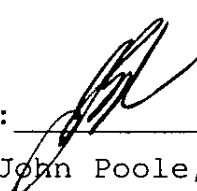
BE IT RESOLVED:

1. That the name of the Church Corporation be: First Presbyterian Church of Fort Myers, Florida, Inc., a Florida Not-for-Profit Corporation.
2. That the Amended and Restated Articles of Incorporation attached be adopted.
4. That all real property held or owned by the Church in various variations of the Church's name be transferred to the Church Corporation.

ADOPTED this day of Feb 14, 2016




Rev. Paul deJong

Attest: 

John Poole, Clerk of Session

DULY ADOPTED:



Joe Spielman, President of the Board of Trustees and corporation.

Attest: 

Betty Ann Prevatt, Sectretary
Of the Trustees and corporation.