

706291

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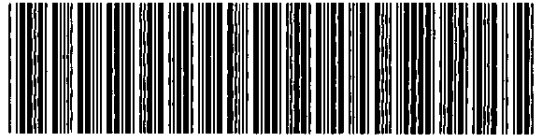
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FILED  
2008 APR 15 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated w/NC

4-15-08

# CRAMER, PRICE & de ARMAS, P.A.

ATTORNEYS AT LAW

1411 EDGEWATER DRIVE, SUITE 200  
ORLANDO, FLORIDA 32804

CHARLES W. CRAMER\*  
R. DAVID de ARMAS  
STEPHEN H. PRICE  
CARRIE L. GALBRAITH\*\*  
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CHAD A. SHIMEL  
ANNE M. de ARMAS

(407) 843-3300  
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\*ALSO ADMITTED IN GEORGIA

\*\*ALSO ADMITTED IN WASHINGTON, D.C.

OF COUNSEL: PHILIP A. THARP  
1939-2003

March 27, 2008

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

Re: Amendment to Articles of Incorporation of  
Aloma Baptist Church, Inc.  
Document #706291

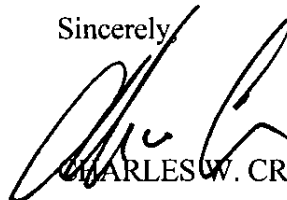
To Whom It May Concern:

I am enclosing herewith an original and a copy of the Amended and Restated Articles of Incorporation of Aloma Baptist Church, Inc., to change the name of this corporation to Aloma Church Properties, Inc. Enclosed is my firm's check #7919 in the amount of \$35.00 for the filing fee.

Please file these documents on our behalf and remit the Certificate of Amendment to the undersigned.

Thank you in advance for your cooperation.

Sincerely,



CHARLES W. CRAMER

CWC/dmm  
cc: Aloma Baptist Church, Inc.  
Enclosures

# CRAMER, PRICE & de ARMAS, P.A.

ATTORNEYS AT LAW

1411 EDGEWATER DRIVE, SUITE 200  
ORLANDO, FLORIDA 32804

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\*ALSO ADMITTED IN GEORGIA

\*\*ALSO ADMITTED IN WASHINGTON, D.C.

OF COUNSEL: PHILIP A. THARP  
1939-2003

April 11, 2008

Secretary of State  
Division of Corporations  
Attn: Teresa Brown  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Amendment to Articles of Incorporation of  
Aloma Baptist Church, Inc.  
Document #706291  
Letter Number: 808A00020220

To Whom It May Concern:

Pursuant to your request of April 7, 2008, enclosed herewith please find the original and a copy of the Acceptance as Registered Agent. Also enclosed is your letter, dated April 7, 2008. Please file these documents on our behalf and remit the Certificate of Amendment to the undersigned.

Thank you in advance for your cooperation.

Sincerely,

  
CHARLES W. CRAMER

CWC/dmm  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 7, 2008

CHARLES W. CRAMER  
CRAMER, PRICE & DE ARMAS, P.A.  
1411 EDGEWATER DR STE 200  
ORLANDO, FL 32804

SUBJECT: ALOMA BAPTIST CHURCH, INC.  
Ref. Number: 706291

We have received your document for ALOMA BAPTIST CHURCH, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown  
Regulatory Specialist II

Letter Number: 808A00020220

RECEIVED  
2008 APR 15 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**ALOMA BAPTIST CHURCH, INC.**

FILED  
2008 APR 15 PM 3:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1002, Florida Statutes, the Articles of Incorporation of the above named Corporation are amended and restated in their entirety and the Corporation adopts the following Amended and Restated Articles of Incorporation for such Corporation:

**ARTICLE I: NAME**

The name of this Corporation shall be **Aloma Church Properties, Inc.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 1815 State Road 436, Winter Park, Florida 32792.

**ARTICLE III: PURPOSE**

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and in particular:

1. to operate exclusively for the benefit of Aloma Church Ministries, Inc.;
2. to assist in and contribute to the growth and development of the ministries and activities of Aloma Church Ministries, Inc.;
3. to own, manage and operate the real property used by Aloma Church Ministries, Inc. and the real property leased to Aloma Foundation, Inc.;
4. to make distributions to Aloma Church Ministries, Inc. for its religious, charitable

and educational purposes, determined from time to time by the Board of Trustees of the Corporation, in their sole and exclusive discretion; and

5. to engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

#### **ARTICLE IV: REGISTERED OFFICE AND REGISTERED AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be 1411 Edgewater Drive, Suite 200, Orlando, Florida, 32804. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

#### **ARTICLE V: RESTRICTIONS**

A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, 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 Article III hereof. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. No Political Campaigning. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

## **ARTICLE VI: TRUSTEES**

A. Number. The Trustees of the Corporation shall consist of not fewer than three (3) Trustees and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. Powers. The Trustees shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

C. Term. The term of each Trustee shall be as established in the Bylaws.

D. Election. The method of electing the Trustees shall be contained in the Bylaws.

## **ARTICLE VII: DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed to Aloma Church Ministries, Inc., a Florida non-profit corporation, and if Aloma Church Ministries, Inc. has ceased to exist as an incorporated entity or is no longer an entity described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, then to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

## **ARTICLE VIII – MEMBERS**

The sole voting member and the sole member of the Corporation shall be Aloma Church Ministries, Inc.

## **ARTICLE IX – POWERS**

A. General. The Corporation shall have all the rights and powers customary

and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

#### **ARTICLE X – LIMITATION OF LIABILITY**

A. Limitation. The personal liability is hereby eliminated entirely of a Trustee to the Corporation for monetary damages for breach of duty of care or other duty as a Trustee; provided that such provision shall not eliminate or limit the liability of a Trustee: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the Trustee derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting



the Corporation from providing insurance in connection with such excise taxes).

B. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a Trustee for any act or omission occurring prior to the date of the Articles of Incorporation when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Trustee of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the Trustees present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of Trustees, then the liability of a Trustee of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

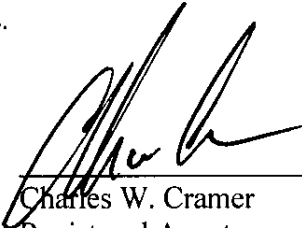
Pursuant to the Corporation's Bylaws and Section 617.1002, Florida Statutes, this Amended and Restated Articles of Incorporation was proposed to the Member of the Corporation and the number of votes cast for this Amended and Restated Articles of Incorporation by the Member were sufficient for approval on March 19, 2008.

Aloma Church Ministries, Inc.

By: Owen Crawford  
Owen Crawford, Chairman of Trustees

**ACCEPTANCE AS REGISTERED AGENT**

Having been named as registered agent for Aloma Church Properties, Inc. f/k/a Aloma Baptist Church, Inc., at the place designated in Aloma Church Properties, Inc.'s Amended and Restated Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §607.0505 of the Florida Statutes.

  
\_\_\_\_\_  
Charles W. Cramer  
Registered Agent

Date: March 19, 2008.