

706499

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(Address)

(Address)

(City/State/Zip/Phone #)

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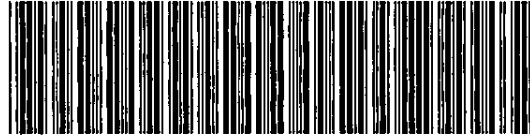
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Baptist College of Florida

DOCUMENT NUMBER: 706499

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

Please return all correspondence concerning this matter to the following:

Thomas A. Kinchen

(Name of Contact Person)

The Baptist College of Florida

(Firm/ Company)

5400 College Drive

(Address)

Graceville, FL 32440

(City/ State and Zip Code)

takinchen@baptistcollege.edu

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

For further information concerning this matter, please call:

Thomas A. Kinchen

850

263-3261 xt 445

at

(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 &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

The Baptist College of Florida, Inc.

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

706499

(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:

\_\_\_\_\_, Florida \_\_\_\_\_  
(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*

**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	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____

(attach additional sheets, if necessary). (Be specific)

1 - Highlighted words - added

2 - Strikethrough Words/Phrases - Remove

**FLORIDA BAPTIST STATE CONVENTION  
THE BAPTIST COLLEGE OF FLORIDA, INC.**

**CHARTER**

**ARTICLE I**

**Name**

The name of this Corporation shall be The Baptist College of Florida, Inc., and the place where same shall be located is in the city of Graceville, County of Jackson and state of Florida. Branches thereof may be located in such other places as may be from time to time determined consistent with the provisions of this Charter and of the Bylaws of this Corporation and including Article 10 of the Florida Baptist State Convention Constitution. Extension classes (temporary classes to meet off-campus needs) may be conducted as determined by the Board of Trustees.

**ARTICLE II**

**Purpose or Purposes for Which Corporation Organized**

The purpose of this Corporation shall be to promote, provide for, operate and control a program of education and training for ~~ministers and other religious workers~~ Christian leaders, for such period of time as the Florida Baptist State Convention shall deem the need for such a program to exist. Further, to promote, advance, operate and control such other program or programs of education as the Florida Baptist State Convention may from time to time determine and enter upon, as it may direct. To that end, this Corporation shall be entitled to receive and acquire property by gift or purchase, or in trust; to own, possess and hold property of every description and kind; to sell, mortgage, convey, lease, release and dispose of same; to sue and be sued; to enjoy all rights and privileges belonging to and incident to corporations not for profit; and to, in every way, manner and respect, do all things and exercise all powers which a natural person might have, do and exercise. However, same shall be held and exercised only for and on behalf of the Florida Baptist State Convention subject, at all times, to its direction and control.

The Corporation in its actions and functions is to be a religious, educational, benevolent and charitable body, medium, institution, trustee and agency, serving and doing the will of the

Florida Baptist State Convention in the matter of its operating, conducting and managing The Baptist College of Florida, Inc., for and on its behalf, and in holding in trust the assets and properties of The Baptist College of Florida, Inc., for its use, maintenance and operation in accordance with the instructions, direction and authorization of the Florida Baptist State Convention.

### **ARTICLE III**

#### **Qualification of Members and Manner of Admission**

The membership of this Corporation shall be composed of twenty-eight (28) members, who shall be known as trustees, and of whom twenty-five (25) shall be elected by the Florida Baptist State Convention in its annual sessions in the same manner as the other officers of the Florida Baptist State Convention are elected, and the other three (3) of whom shall be ex officio members, to wit: the president of the Florida Baptist State Convention (voting member), the executive director-treasurer of the Florida Baptist State Convention (nonvoting member) and the person who shall be the president of the College (nonvoting member).

The terms of the trustees, other than the ex officio ones, shall be for a period of three (3) years.

The eligibility of a trustee to serve shall depend upon his or her being a member in good standing of a Baptist church regularly affiliated and cooperating with the Florida Baptist State Convention. Membership of a trustee shall cease when the member moves from the state, dies or ceases to be a member in good standing of a Baptist church regularly affiliated and cooperating with the Florida Baptist State Convention. Membership of a trustee shall be terminated when the trustee is absent for three (3) consecutive meetings, except as the remaining trustees shall vote to excuse the absence for good and sufficient reasons shown. The trustee shall be eligible for re-election, provided that no trustee, other than ex officio trustee, who has served as many as five (5) consecutive years, shall be eligible for re-election at least one (1) year has elapsed following his previous service.

No elected trustee shall receive or be lawfully entitled to receive any salary or other remuneration for services connected with the administration of the affairs of this Corporation, although actual expenses incurred by any such trustee may be refunded. No trustee shall have an individual or personal liability of any kind arising out of or in connection with the transactions or other activities or undertakings of this Corporation, other than such trustee or

trustees as may have been bonded or required to be bonded under the Bylaws or by resolution of the trustees.

## ARTICLE IV

### Terms of Existence

This Corporation shall exist perpetually except as it is dissolved by due process of law.

## ARTICLE V

### Subscribers

The names and addresses of the original subscribers to the original Articles of Incorporation, whether their names were actually subscribed thereto or not, the same being the trustees elected by the Florida Baptist State Convention at a special session held in Jacksonville, Florida, on the 25<sup>th</sup> day of June AD 1957, to serve for one (1), two (2) and three (3) years, respectively, were as follows:

#### For Terms Expiring November 1958

Glen A. Watford	PO Box 383 Graceville, Florida
J. Nixon Daniel	Chipley, Florida
L.O. Calhoun	PO Box 87 Bradley, Florida
H.P. Amos	319 Palm Way Kissimmee, Florida
James L. Monroe	PO Box 4753 Warrington, Florida

#### For Term Expiring November 1959

J.C. McRae	PO Box 247 Graceville, Florida
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Henry Allen Parker	First Baptist Church Orlando, Florida
W.S. Hardin	PO Box 133 Titusville, Florida
H. Floyd Folsom	370 Grand Concourse Miami 38, Florida
Ralph E. Gwin	1818 Fourth Street Palmetto, Florida

For Term Expiring November 1960

Nathan C. Brooks, Jr.	500 North Palafox Pensacola, Florida
Lynwood Seay	Marianna, Florida
Edgar R. Cooper	3405 Atlantic Blvd. Jacksonville, Florida
James H. Griffin	Route 1 Box 41-13 Bartow, Florida
O.E. Burton	417 Jasmine Way Clearwater, Florida

And Ex Officio

J. Earl Stallings	Ocala, Florida
John Maguire	Jacksonville, Florida

## ARTICLE VI

### Officers

The officers of this Corporation shall consist of a president of the Corporation, who shall serve as chairman of the trustees, a vice president of the Corporation, who shall serve as vice chairman of the trustees, and a secretary of the Corporation, who shall also serve as secretary of the trustees, to be elected annually from and by the trustees at the first regular meeting of the trustees held following the annual meeting of the Florida Baptist State Convention.

There shall be a President of the College, elected by and responsible to the trustees, who shall be charged with the administration and management of the college including all personnel actions necessary to carry out the mission and purpose of the institution.

There shall be an Executive Committee, which shall be composed of the chairman, vice chairman, and immediate past chairman of the trustees, if the latter is still an active trustee of the College, the president of the College (nonvoting member), the secretary of the Corporation and the chairman of each of the standing committees. The Executive Committee shall have such authority as may be conferred upon it by the trustees and by the Bylaws of this Corporation.

There shall be in addition to the Executive Committee five (5) standing committees as follows: (a) Finance Committee, (b) Administrative Committee, (c) Maintenance and Building Committee, (d) Promotion and Publicity Committee and (e) Curriculum Committee. The duties and responsibilities of each standing committee shall be such as are conferred upon them by the trustees and by the Bylaws. The chairman and members of each standing committee shall be appointed by the chairman of the trustees annually from the trustees at or immediately following the meeting of the trustees at which the chairman is elected.

All contracts, deeds, mortgages and other legal instruments as shall have been authorized by the trustees shall be executed by the president of the Corporation or by the vice president of the Corporation and by the secretary of the Corporation. In their absence, such person or persons as the trustees may designate may act pro tempore in his or their stead.

## ARTICLE VII

### Officers

The names of the officers as of August 28, 1973, who are to serve until the next election or appointment under these Articles of Incorporation are as follows:

President (Chairman of Trustees)	Joe H. Courson
Vice-President (Vice Chairman of Trustees)	Glen A. Watford
Secretary	William Lester Kitching
President of the College	James E. Southerland

**ARTICLE VIII**  
**Board of Trustees**

Exclusive of ex officio members, the Board of Trustees as of August 28, 1973, is constituted of fifteen (15) persons, and the names and addresses of the persons who serve as of that date as trustees and who shall serve until expiration of their present terms, with expiration of terms as indicated, are as follows:

Term Expiring November 1973

C. B. Davis	2500 Orange Avenue Orlando, Florida 32804
N. B. Langford, Jr.	1916 NW Tenth Terrace Gainesville, Florida 32601
John W. Owens	301 N.E. 96 <sup>th</sup> Street Miami Shores, Florida 33138
Henry P. Schage	4019 Woodcock Drive, Suite 200 Jacksonville, Florida 32207
Glen A. Watford	PO Box 314 Graceville, Florida 32440

Term Expiring November 1974

Joe H. Courson	Route 2 Box 752-A Deland, Florida 32720
M.D. Durrance	PO Box 350 Archadia, Florida 33821
W. Arnold Shower	3597 Shell Mound Blvd. Fort Myers Beach, Florida 33931
O. Errol Simmons	PO Box 1200 Panama City, Florida 32401
W.T. Ward	PO Box 17395 Tampa, Florida 33612

Term Expiring November 1975

Cornelius B. Davis	1736 New Jersey Road Lakeland, Florida 33803
Joseph P. DuBose, Jr.	1301 East Gadsden St Pensacola, Florida 32501
William Lester Kitching	808 Smith Street Graceville, Florida 32440
Edward H. Parker	Route 1 Box 19 Maitland, Florida 32751
Fred N. Witten	PO Box 447 Port St. Joe, Florida 32456

Ex officio member of the Board of Trustees as of August 28, 1973, as follows:

Joe M. Bamburg President of the Florida Baptist Convention	First Baptist Church Milton, Florida 32570
James E. Southerland President of the Institute	Baptist Bible Institute Graceville, Florida 32440
Harold C. Bennett Executive Secretary-Treasurer Florida Baptist Convention	Florida Baptist Building 1230 Hendricks Avenue Jacksonville, Florida 32207

## ARTICLE IX

### Florida Baptist State Convention Statement of Relationship and Other Provisions

Amendments and changes in the Charter and Bylaws of this Corporation shall be subject to approval by the Florida Baptist State Convention acting upon a recommendation from the State Board of Missions or by approval of the State Board of Missions acting on behalf of the Florida Baptist State Convention.

This Corporation shall not create or permit the creation of any liability or indebtedness for operations or capital improvements or otherwise without the consent of the Florida Baptist State Convention acting upon recommendation from the State Board of Missions or by approval of the State Board of Missions acting on behalf of the Florida Baptist State Convention.

This Corporation in its work will be bound by and will comply with the Business and Financial Plan appearing in the Bylaws of the Florida Baptist State Convention, as same may be amended from time to time.

Neither the president of the College (not to be confused with the chairman of the Board of Trustees, who is also president of the Corporation) ~~not~~ nor the executive director treasurer of the Florida Baptist ~~State~~ Convention, Inc., shall serve as a voting trustee, ex officio or otherwise, of the Corporation.

No vacancy in the office of trustee of this Corporation shall be filled other than by action of the Florida Baptist State Convention.

The mortgage or sale of any of the real property of this Corporation now or hereafter used by it in the furtherance of its objective must be conditioned upon approval by the Florida Baptist State Convention acting upon recommendation of the State Board of Missions or by approval of the State Board of Missions acting on behalf of the Florida Baptist State Convention; provided, however, that this provision shall not apply to property acquired by this Corporation, by gift or otherwise, which does not comprise an integral part of the operation of this Corporation.

Statement of relationship: The State Board of Missions acts for the Florida Baptist State Convention between its annual meetings; thus, the State Board of Missions should counsel the ~~agencies and instrumentalities~~ Cooperating Ministries of the Florida Baptist State Convention between said annual meetings, and there should be a free exchange between all of the ~~agencies and instrumentalities~~ Cooperating Ministries of the Florida Baptist State Convention and the State Board of Missions.

## **ARTICLE X**

### **Disposition of Assets on Dissolution**

Should this Corporation ever be dissolved, all of its assets shall be distributed to and vested in the Florida Baptist State Convention, a nonprofit corporation under the laws of the State of Florida, or such other trustee body which qualifies under Section 501 (c)(3) of the Internal Revenue Code of the United States Government as an exempt organization, as shall be authorized and directed by the Florida Baptist State Convention or such body as shall succeed to or be successor of the Florida Baptist State Convention, and shall under no circumstances be distributed to any of the individual members, officers or trustees of this Corporation.

## **ARTICLE XI**

### **Bylaws**

The trustees of this Corporation shall adopt such bylaws and amendments thereto as shall not be inconsistent with the laws of the State of Florida and with these Articles of Incorporation.

### **Amendment to Articles of Incorporation**

Amendments to these Articles of Incorporation may be had only in accordance with law, pursuant to notice to be given as shall be provided in the Bylaws and subject to the approval of the Florida Baptist State Convention acting upon a recommendation from the State Board of Missions or by approval of the State Board of Missions acting on behalf of the Florida Baptist State Convention.

October 9, 2015

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

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.

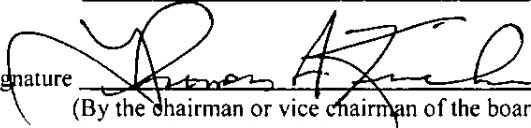
Adoption of Amendment(s)

**(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.

January 7, 2016

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)

Thomas A. Kinchen

(Typed or printed name of person signing)

President, The Baptist College of Florida

(Title of person signing)