

Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE THOMAS A. EDISON CONGREGATIONAL CHURCH, INC.

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Amended And  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE THOMAS A. EDISON CONGREGATIONAL CHURCH, INC.**

The undersigned, with other persons, are desirous of amending and restating the Articles of Incorporation of The Thomas A. Edison Congregational Church, Inc., a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, and do agree to the following:

**ARTICLE 1  
NAME AND ADDRESS**

The name of this corporation is The Thomas A. Edison Congregational Church, Inc. The principal business address of the corporation is 1619 Llewellyn Drive, Fort Myers, Florida 33901. The Church Council may designate such other and additional addresses for the location of the corporation as it may from time to time see fit.

**ARTICLE 2  
PURPOSES AND COVENANTS**

The general nature of the objects and purposes of this corporation shall be as follows:

**Section 2.01** To provide a place of worship for its members, conduct the normal work of a church, ordain its ministers and engage in activities that are necessary and suitable to accomplish those purposes.

**Section 2.02** The purposes for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or under any corresponding provision of any subsequent federal tax laws.

**Section 2.03** Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Code or under any corresponding provision of any subsequent federal tax laws.

**ARTICLE 3  
QUALIFICATIONS OF MEMBERS**

The membership of this church shall consist of those who have been accepted by the church in accordance with the terms and provisions of the Bylaws.

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**ARTICLE 4**  
**TERM OF EXISTENCE**

This corporation was incorporated on May 28, 1964, and shall exist perpetually thereafter.

**ARTICLE 5**  
**SUBSCRIBER**

The name and address of the person signing these Amended and Restated Articles of Incorporation are as follows:

**NAME**

Douglas Kelchner

**ADDRESS**1619 Llewellyn Drive  
Fort Myers, FL 33901

**ARTICLE 6**  
**OFFICERS**

The officers of the corporation shall be a Moderator, a Clerk, a Treasurer, and such other officers as may be provided in the bylaws. The officers shall be elected at the annual meeting of the Church Council or as provided in the bylaws of the corporation.

**ARTICLE 7**  
**CHURCH COUNCIL**

**Section 7.01** The business affairs of this corporation shall be managed by the Church Council. The number of members to serve on the Church Council may be increased or decreased from time to time, by the bylaws but shall never be less than three (3).

**Section 7.02** The members of the Church Council shall consist of the Senior Minister, the Moderator, the Clerk, the Treasurer, and at least two (2) members at large or as may be provided for in the bylaws of the corporation.

**Section 7.03** Members of the Church Council shall be elected and hold office in accordance with the bylaws.

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**ARTICLE 8  
BYLAWS**

**Section 8.01** The Church Council of this corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**Section 8.02** Under proper notice the bylaws may be amended, altered or rescinded by the affirmative vote of two-thirds (2/3rds) of the active members present and voting at any annual meeting or any special meeting called for that purpose.

**ARTICLE 9  
AMENDMENTS**

These Articles of Incorporation may be amended at any annual meeting or special meeting of the members called for that purpose by the affirmative vote of two-thirds (2/3rds) of the active members present and voting.

**ARTICLE 10  
DISSOLUTION OF CORPORATION**

Upon the dissolution of the corporation, the Church Council shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all other assets of the corporation to one or more organizations that themselves are exempt from federal income taxation as organizations described by Section 501(c)(3) of the Code, or under any corresponding provision of any subsequent federal tax laws. Any such assets not so distributed shall be disposed of by a Court of competent jurisdiction located in Lee County, Florida, exclusively to such organization or organizations as said Court shall determine, which are organized and operated exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Code.

**ARTICLE 11  
DESIGNATION OF REGISTERED AGENT**

The registered agent of this corporation for the purpose of accepting service of process within the state of Florida is John Buch, and the street address of the registered agent is 1619 Llewellyn Drive, Fort Myers, Florida 33901.

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**ARTICLE 12**  
**MISCELLANEOUS**

**Section 12.01** No part of the net earnings or assets of the corporation shall inure to the benefit of any individual, member of the Church Council, or officer.

**Section 12.02** The Corporation shall not carry on propaganda, or otherwise act to influence legislation.

**Section 12.03** Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or under any corresponding provision of any subsequent federal tax laws.

**Section 12.04** The corporation may by its bylaws make any other provisions or requirements for the arrangement or conduct of its business, provided the same are not inconsistent with these Articles, nor contrary to the laws of the state of Florida or of the United States.

In accordance with Section 617.1007(3), it is hereby certified that the members of the corporation adopted these Amended and Restated Articles of Incorporation and the number of votes cast by the members for the amendments to the Articles of Incorporation appearing in these Amended and Restated Articles of Incorporation were sufficient for approval.

on 2/12/2012  
↑

Signed this 12 day of FEB, 2012.

THE THOMAS A. EDISON  
CONGREGATIONAL CHURCH, INC.

By:   
Print Name: Douglas Kelchner  
Title: Senior Minister

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