

Division of Corporations

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Florida Department of State
Division of Corporations
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BASIC AMENDMENT

BAPTIST FOUNDATION OF FORT MYERS, FLORIDA, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 19, 2005

BAPTIST FOUNDATION OF FORT MYERS, FLORIDA, INC.
C/O JAMES T. HUMPHREY
2201 SECOND STREET
FORT MYERS, FL 33901

SUBJECT: BAPTIST FOUNDATION OF FORT MYERS, FLORIDA, INC.
REF: 707507

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Carol Mustain
Document Specialist

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CERTIFICATION OF RESTATED ARTICLES OF INCORPORATION
OF
BAPTIST FOUNDATION OF FORT MYERS, FLORIDA, INC.

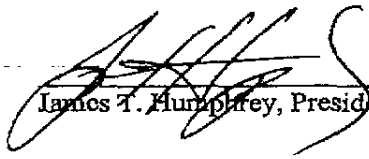
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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEE

The undersigned hereby certifies that the amended and restated Articles of Incorporation for the Baptist Foundation of Fort Myers, Florida, Inc., were approved and adopted by a unanimous vote of the Directors of the Corporation on August 6, 2004 and was approved by its members on the same date. The number of votes cast for the amendment were sufficient for approval.

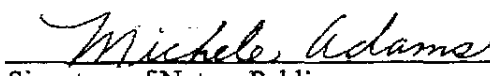
BAPTIST FOUNDATION OF
FORT MYERS, FLORIDA, INC.

Dated: May 20, 2005


James T. Humphrey, President

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 20th day of May, 2005, by James T. Humphrey, President. He is personally known to me, or has produced _____ as identification.


Signature of Notary Public,
State of Florida

My Commission Expires:



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As restated on:
August 6, 2003

RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
BAPTIST FOUNDATION OF FORT MYERS, FLORIDA, INC.
A Corporation not for Profit

STATE OF FLORIDA
COUNTY OF LEE

The undersigned hereby form themselves and their successors into a corporation not for profit under the corporate name of BAPTIST FOUNDATION OF FORT MYERS, FLORIDA, INC., and hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be BAPTIST FOUNDATION OF FORT MYERS, FLORIDA, INC., and it is located at Fort Myers, Florida.

The principle address is as follows:

C/O James T. Humphrey
2201 Second Street, 5th Floor
Fort Myers, FL 33901

The registered agent is as follows:

James T. Humphrey
2201 Second Street, 5th Floor
Fort Myers, FL 33901

ARTICLE II

The general nature and object of the corporation is to:

- (a) Receive from any person, persons or corporation gifts, bequests or devises of real or personal property and use the same for the purposes of the corporation;

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- (b) Engage in any and all such charitable and benevolent works or practices as may from time to time be deemed desirable;
- (c) Build, lease, purchase or otherwise acquire, equip and operate churches, pastoriums, schools, missions, chapels, libraries and other places for the teaching and propagation of the Holy Bible;
- (d) Loan or contribute funds for the education and training of persons preparing for preaching, teaching or other areas of religious work, such loans or contributions to be upon such terms and for such length of time as the Board may, from time to time, determine.
- (e) Contribute funds for travel and expenses of persons attending religious meetings, assemblies or places of study;
- (f) Make gifts or awards of cash or property to persons, firms or corporations engaged in benevolent, charitable or religious purposes;
- (g) Issue bonds, notes, debentures or other evidences of indebtedness and to secure the same by mortgage, deed of trust or otherwise;
- (h) Employ such agent or agents as may be deemed desirable for the purposes of the corporation;
- (i) Loan money or funds of the Corporation to churches, schools, missions, libraries or other agencies upon such terms and for such periods of time as the Corporation may, from time to time, determine to be proper.
- (j) This Corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that

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this Corporation, in exercising one or more of such powers, shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

The Board of Directors shall consist of a number of members as set forth in the adopted By-Laws of the corporation, provided that at no time the Board shall consist of not less than three (3) and not more than seven (7) persons. Directors shall be eligible to succeed themselves and shall be members of the First Baptist Church of Fort Myers, Florida or a Life Deacon, or a present or a former Director of the Baptist Foundation of Fort Myers, Florida, Inc. Persons who shall constitute Directors until their successors are nominated shall be as follows:

- Dilmus D. Hogan 5850 Jeffery Lane
Fort Myers, Florida
- Paul DeCarlo 1307 Alcazar Avenue
Fort Myers, Florida
- Andy Nychyk 2606 Cortez Boulevard
Fort Myers, Florida
- T. Wainwright Miller 1299 Plumosa Drive
Fort Myers, Florida
- James T. Humphrey 2201 Second Street
Fort Myers, Florida

The Board of Directors, after the first election of members, shall be elected for a term of three (3) years. Vacancies on the Board of Directors may be filled by a majority vote of the Directors of the corporation.

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ARTICLE IV

The term for which this Corporation shall exist shall be perpetual. Upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or trustee of this organization.

ARTICLE V

Names and residences of the original subscribers were as follows:

Harry Fagan, Sr.	1375 Alcazar Avenue,	Fort Myers, Florida
Fred Edenfield, Jr.	1661 Coronado Road,	Fort Myers, Florida
Frank B. Watson, Jr.	1530 Del Rio Drive,	Fort Myers, Florida

ARTICLE VI

The officers of the corporation shall be elected by the Directors of the corporation and shall be a President, one or more Vice-Presidents, and either a Secretary and a Treasurer or a Secretary/Treasurer.

ARTICLE VII

The names of the officers to manage the affairs of the corporation until their successors are elected and qualified shall be as follows:

President James T. Humphrey
 Vice President T. Wainright Miller
 Secretary Dilmus D. Hogan
 Treasurer Andy Nychyk

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ARTICLE VIII

The By-Laws of the Corporation may be altered or amended at any regular meeting of the Corporation, provided notice of the proposed amendment shall have been given to all Directors at least ten (10) days prior to said meeting, or may be amended at any Special Meeting called for that purpose, provided ten (10) days notice of the meeting and a copy of the proposed amendment shall have been given to all Directors. Such alteration or amendment of the By-Laws shall be made only by a two-thirds (2/3) vote of all the Directors of the Corporation.

ARTICLE IX

The Articles of Incorporation ("Articles") of said Corporation may be altered or amended at any regular meeting of the Corporation, provided notice of the proposed amendment shall be given at least ten (10) days prior to said meeting, or may be amended at any Special Meeting called for that purpose, provided ten (10) days notice of the meeting, and a copy of the proposed amendment shall be given to all Directors. Such alteration or amendment of the Articles shall be made only by a two-thirds (2/3) vote of the Directors of the Corporation.

ARTICLE X

In the event of dissolution of said Corporation, all assets shall be distributed to any organization or church which qualifies as a corporation not for profit, which is entitled to tax exemption for Federal tax purposes, and none of said assets shall be distributed to any member, officer or Director of BAPTIST FOUNDATION OF FORT MYERS, FLORIDA, INC.

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James T. Humphrey
James T. Humphrey, President

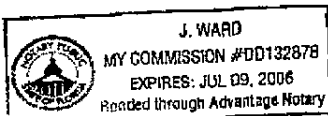
Andrew J. Nychek
Director

STATE OF Florida)

COUNTY OF Lee)

The foregoing instrument was acknowledged before me this August 11, 2004, by James T. Humphrey, Personally known to me.

J. Ward
Signature of Notary Public,
State of Florida



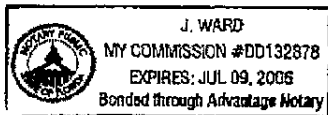
My Commission Expires: 7/9/06

STATE OF Florida)

COUNTY OF Lee)

The foregoing instrument was acknowledged before me this August 11, 2004, by Andrew J. Nychek, personally known to me

J. Ward
Signature of Notary Public,
State of Florida



My Commission Expires: 7/9/06

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