

707733

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(Address)

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(City/State/Zip/Phone #)

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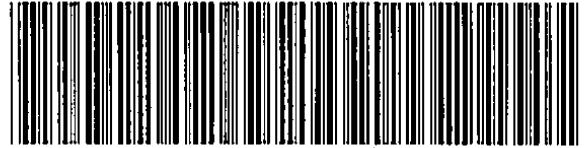
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

O SIMMONS
FEB 05 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The First Baptist Church of St. Cloud, Florida, Inc

DOCUMENT NUMBER: 707733

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

Please return all correspondence concerning this matter to the following:

Jonathan Harrell
(Name of Contact Person)

The First Baptist Church of St. Cloud, FL, Inc.
(Firm/ Company)

1717 13th Street
(Address)

St. Cloud, FL 34769
(City/ State and Zip Code)

jonathan@fbestcloud.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jonathan Harrell at 407 892-7125
(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 checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
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 First Baptist Church of St. Cloud, Florida, Incorporated
(Name of Corporation as currently filed with the Florida Dept. of State)

707733

(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:

NA

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:

(Principal office address MUST BE A STREET ADDRESS)

NA

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

NA

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:

NA

(Florida street address)

New Registered Office Address:

NA

(City)

Florida

(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.

NA

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	_____	_____	_____
<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	_____	_____	_____

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E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

(*See attached complete Articles of Amendment)

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The date of each amendment(s) adoption: 11/4/18, if other than the date this document was signed.

Effective date if applicable: 11/4/18
(no more than 90 days after amendment file date)

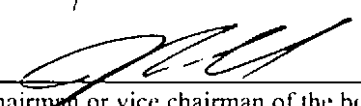
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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.

Dated 1/15/19

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)

Jonathan Harrell
(Typed or printed name of person signing)

Vice Chairman, Director/Elder
(Title of person signing)

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**Articles of Amendment
to
Articles of Incorporation
of
The First Baptist Church of St. Cloud, Florida, Incorporated**

ARTICLE I - NAME AND LOCATION

The name of this Corporation shall be The First Baptist Church of St. Cloud, Florida, Incorporated, hereinafter called "The Church" and it is to be located at 1717 13th St. St. Cloud, Florida 34769.

ARTICLE II - PURPOSE, AUTHORITY AND STATEMENT OF FAITH

The purpose of The Church is to build relationships to connect people to Jesus Christ as we desire to be a people who love God, love one another and share hope and healing with the world around us. (Matthew 22:36-40; 28:18-20).

The nature of The Church is religious and The Church is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. It has authority to operate anything deemed beneficial or necessary to further The Church's purpose. This may include but not be limited to churches, schools, pastoriums, and other organizations connected therewith being religious, educational, charitable, benevolent, relationship building or missional in outreach or character; to license, ordain, and commission ministers, Christian workers and missionaries for the benefit of its own members and others worldwide.

No part of the net earnings of The Church shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that The Church 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of political propaganda, or otherwise attempting to influence legislation, and The Church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, The Church shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

We affirm the Holy Bible as the inspired word of God, and as the only basis for our beliefs. This church accepts "The Baptist Faith and Message," a 2000 affirmation of basic Christian beliefs, as

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a general statement of our faith, however, we hold to open communion and maintain the right to make other changes/variations according to our right as a local, autonomous church.

ARTICLE III - AFFILIATION

This church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world and local missions, this church voluntarily affiliates with the Southern Baptist Convention in its national, state and local expressions.

ARTICLE IV - EXISTENCE

This corporation shall have perpetual existence unless dissolved according to law.

ARTICLE V - MEMBERSHIP

Membership qualifications and related matters shall be described in the Bylaws of The Church.

ARTICLE VI - ELDERS

With Jesus Christ as our Head and under the guidance of the Holy Spirit, the oversight, guidance and direction of The Church, along with its ministries and functions, shall be entrusted to the board of elders. The elders shall also manage and direct the matters of the corporation, serving as the directors and if necessary as the officers of the corporation according to the Laws of the State of Florida and The Church Bylaws.

The minimum number of directors and officers of the corporation shall be established in accordance to the Laws of the State of Florida and the Bylaws of The Church.

The terms and processes regarding the elders shall be defined in the Bylaws of The Church.

ARTICLE VII - TRUSTEES

The Church shall have a number of trustees as necessary who may also function as officers of the corporation according to the Laws of the State of Florida and the Bylaws of The Church.

The Trustees shall execute all contracts, deeds, bonds, notes, negotiable instruments, mortgages, trusts and all other instruments of indebtedness or conveyance of The Church with the proper authorization from the elders.

The terms and processes regarding the trustees shall be defined in the Bylaws of The Church.

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ARTICLE VIII – ANNUAL MEETING

An annual meeting of the directors shall be held in accordance to the Laws of the State of Florida and The Church Bylaws.

ARTICLE IX - AMENDMENTS OF ARTICLES AND BYLAWS

These Articles of Incorporation or Bylaws may be altered or amended in accordance to the Laws of the State of Florida by a majority vote of the board of elders, being subject to the approval of the Secretary of State.

Until new Articles of Incorporation or Bylaws are adopted, those now in effect shall continue in effect.

ARTICLE X - PROPERTY AND INDEBTEDNESS

The amount and value of real or personal property The Church may hold shall be unlimited.

The amount of indebtedness to which The Church may subject itself shall be unlimited, provided that any action to incur additional indebtedness greater than \$25,000 in a budget year must be approved by a two-thirds majority of the elders.


ARTICLE XI - LIMITATIONS OF LIABILITIES AND DISSOLUTION


None of the members, directors, trustees or officers of this corporation shall be liable for any of the debts of The Church for claims, torts or responsibilities of any or all kinds claimed against The Church.

If this corporation should ever be dissolved, all of its assets remaining after payment and satisfaction of all its costs, and indebtedness, including the expenses of such dissolution shall be distributed to such organization(s) that are organized and operated exclusively for charitable, educational and religious purposes and qualify as a non-profit corporation or organization under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The elders at the time of dissolution of said corporation shall in a duly called meeting, designate the non-profit corporation(s) or organization(s) to receive assets of the corporation upon dissolution. No part of the property, buildings, monies or other assets of this Church shall ever be distributed to any member, director, officer, or employee of this Church, or any individual. This transaction shall be an "arm's length" transaction. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of The Church is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Pursuant to the Corporation's current Articles of Incorporation, Bylaws and Section 617.1002, Florida Statutes, this Amended and Restated Articles of Incorporation was proposed to the Members of the Corporation and the number of votes cast for this Amended and Restated Articles of Incorporation by the members were sufficient for approval on November 4, 2018. The First Baptist Church of St. Cloud, Florida, Incorporated

By: 
Print Name: Steve Ernst
Director/Elder

By: 
Print Name: Brian Bennett
Secretary, Director/Elder

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