

707954

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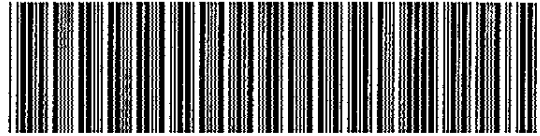
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*Amended &
Restated
Articles*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*DR
12/16/03*

George E. Loomis

Attorney at Law

811 North Spring Street
Pensacola, Florida 32501

Vox 850-444-9333
Fax 850-444-9469

December 4, 2003

Florida Division of Corporations
Bureau of Corporate Records
Amendments Section
P. O. Box 6327
Tallahassee, FL 32314

Re: Liberty Church, Inc. - Document #707954

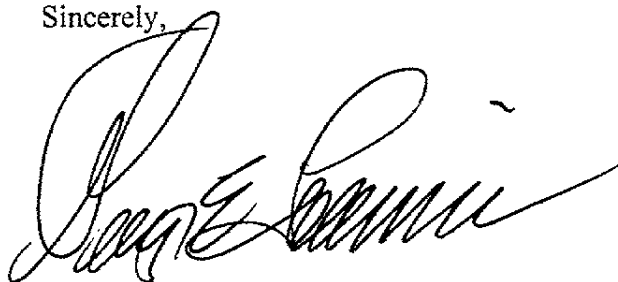
Dear Amendments Section:

Enclosed for filing are the original and one copy of Amended and Restated Articles of Incorporation for Liberty Church, Inc. and Certificate Regarding Amended and Restated Articles of Incorporation. Also enclosed is my check in the amount of \$35.00 for your filing fee.

Please "*filed*" stamp the copy and return same in the enclosed envelope.

Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "George E. Loomis", written in a cursive style.

George E. Loomis

GEL/dhl
encs.

LIBERTY CHURCH, INC.
[Document #: 707954]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE REGARDING

AMENDED AND RESTATED ARTICLES OF INCORPORATION

In accordance with Section 617.1007(3), Florida Statutes, it is hereby certified that:

The Eldership adopted the attached Amended and Restated Articles of Incorporation for the corporation and the amendments to the Articles appearing in the restated articles were duly approved by the Eldership in accordance with Sections 617.1002 and 617.1006, Florida Statutes, and the Articles then in effect, and the information required by Section 617.1006, Florida Statutes, is set forth as follows:

The Eldership members entitled to vote on these amendments did so on the 5th day of November, 2003, and the number of votes cast FOR the amendments was sufficient for approval.

Dated this 14th day of November, 2003.

Liberty Church, Inc.

BY:


BUFORD LIPSCOMB

ITS: President

AMENDED AND RESTATED ARTICLES OF INCORPORATION

FOR

LIBERTY CHURCH, INC.

Document #: 707954

Pursuant to the provisions of Sections 617.1002 and 617,1007, Florida Statutes, the undersigned corporation, pursuant to the action of its Eldership, hereby adopts the following Amended and Restated Articles of Incorporation for **Liberty Church, Inc.**, which was originally incorporated by those certain Articles filed on October 13, 1964:

ARTICLE I. NAME

The name of the corporation is **Liberty Church, Inc.**

ARTICLE II. AUTHORITY

The Church is organized as a non-profit corporation pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE III. DURATION

The Church shall have perpetual duration. Its corporate existence commenced upon filing of the original Articles of Incorporation with the Secretary of State on October 13, 1964.

ARTICLE IV. PURPOSES

1. **Exclusive Purposes.** The Church is a not for profit corporation organized exclusively for religious, including religious 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), including the making of distributions to organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

2. **Specific Purposes.** Subject to the exclusive purposes in Section 1 of Article III hereof, the Church shall have the following specific purposes:

- (1) To exalt the Lordship of Jesus Christ.
- (2) To be a Spirit filled community actively leading people to Christ and Christlikeness.
- (3) To be a people and a place that is an Oasis of Love and Hope in a world of darkness and hurt.
- (4) To bring men, women, and children to a personal relationship with Jesus Christ through the proclamation of the Gospel of Christ Jesus.
- (5) To bear witness to all Biblical truths, but especially those relating to the Spirit-filled life.
- (6) To establish and maintain a place of worship in the State of Florida, and to conduct religious services at the times and places appointed.
- (7) To license to the Gospel ministry those who are called of God, deemed to be qualified for the ministry, and sound in the faith.
- (8) To be a member of the association of churches, known as Church Foundational Network (hereinafter CFN) and to be under its spiritual authority, according to the charter of CFN. Liberty Church may choose to withdraw from CFN by a two-thirds (2/3) vote of the Eldership.
- (9) To purchase, lease, rent, acquire, own, hold in trust, use, sell, convey, mortgage, any real estate or chattels as may be necessary for the above purposes, to hold properties for investment of said funds, to hold in trust properties for the above stated purposes.
- (10) To borrow money, issue bonds, debentures, notes, or other obligations, secured for monies so borrowed or in payment for property, or for any of the purposes stated above.

ARTICLE V. POWERS

1. **General.** The Church shall have all the rights and powers customary and proper for tax exempt nonprofit corporations, including the powers specifically enumerated for nonprofit corporations in Chapter 617 of the Florida Corporation Act.

2. **Charitable Trusteeship, Etc.** The Church shall be empowered to hold or administer property for the purposes stated in these Articles, including the power to act as trustee.

ARTICLE VI. LIMITATION OF POWERS

1. **No Private Inurement.** No part of the net earnings of the Church shall inure to the benefit of, or be distributed to pastors, elders, members, trustees, officers, directors or 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 these Articles.

2. No Political Activity. No substantial part of the activities of the Church shall be the carrying on of 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 or in opposition to any candidate for public office.

3. No Unpermitted Activities. Notwithstanding any other provision of these Articles, the Church 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 of 1986 or any corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code.

4. Distribution of Assets Upon Dissolution. By a two-thirds vote of all of the Eldership, the Church may with the two-thirds approval vote of the Apostolic council of CFN, cease corporate activities and dissolve and liquidate the Church. Upon the dissolution of the Church, the Eldership working with the CFN Apostolic Council shall make provision for the payment of all the liabilities of the Church and shall distribute the assets of the Church for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code, to such organizations organized and operated exclusively for such purposes. Assets not so distributed shall be disposed of by the Circuit Court of Escambia County, Florida, exclusively for such purposes or to such organizations, as that Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII. ELDERSHIP/DIRECTORS

The corporation is organized on a non-stock basis and shall have no members (as distinguished from members of the Church's congregation). The powers of this corporation shall be exercised, its property controlled, and its affairs under the direction of and conducted by the Eldership which shall constitute the directors of the corporation.

1. Number. The Eldership shall consist of three or more members provided the number may be changed by the Eldership as long as there are never less than three.

2. Composition. The Eldership shall consist of the Senior Pastor and the Elders of the Church.

3. Powers. The Eldership shall serve as advisors and checks to the Senior Pastor in the spiritual oversight of the Church and its ministries for spiritual matters. It shall have all the rights and powers of such a governing board for spiritual matters, with its actions to take effect only with the approval of the Senior Pastor. Further, the Eldership shall comprise the legal and financial overseers of the Church. It shall serve as advisors and checks to the Senior Pastor and other Pastors in the financial and legal oversight of the Church for financial matters and legal oversight of the Church including budgets, expenditures, properties, and other such matters. The Eldership shall establish a system of internal control regarding all bank and financial accounts.

4. Term. The term of each member of the Eldership shall be indefinite or as determined by the Senior Pastor or until a successor has been selected or until his earlier resignation, death, or removal.

5. Faithful Service. The Eldership of the Church is expected to serve faithfully in their respective responsibilities as Pastors and Elders. They must seek to be examples to the Church family in Godly character, family life, worship and worship attendance, purity, love, unity, generous giving, and all other Scriptural virtues. The Elders must be committed to the Senior Pastor and the Senior Pastor's vision for the Church as communicated to the Eldership and assist the Senior Pastor in the communication and carrying out of this vision.

6. Dismissal. A Eldership member may be dismissed from the Eldership by the Senior Pastor with consultation of the Church Eldership if the member is derelict in his responsibilities as stated in this Article.

7. Meetings. A regular annual meeting of the Eldership shall be held within two months after the end of the Church's fiscal year, and special meetings shall be held from time to time, as called and at the time announced by the Senior Pastor. Two-thirds of all Eldership members must be present to constitute a quorum at any meeting of the Eldership. There shall be no Eldership meetings without the Senior Pastor's knowledge.

8. Committees. The Senior Pastor, with the guidance of the Eldership, may establish one or more committees. The designation of and delegation of authority to such committees shall not relieve the Eldership or any Eldership member individually of any responsibility imposed on the Eldership or on any individual thereof.

9. Liability of the Eldership. The members of the Eldership shall not be personally liable for the Church's debts, liabilities, or other obligations. Eldership members, officers, employees and agents of the Church shall be held harmless and indemnified by the Church to the fullest extent allowed by law for all acts or omissions performed or not for or on behalf of the Church. The Church may secure a policy or policies of insurance for such purposes.

ARTICLE VIII. CONGREGATION MEMBERS

Membership in the congregation of the Church shall be available to those who are born again Christians that subscribe to the attached *Essential Beliefs of Liberty Church* and are in agreement with the vision, mission, and values of the Church. The members of the congregation are not, and are not intended to be, the same as members of a non-profit corporation.

ARTICLE IX. OFFICERS

1. Designation of Officers. The officers of the Church shall consist of: 1) one Senior Pastor, 2) various other Pastors, 3) a President, 4) Vice-President, 5) Secretary and 6) Treasurer serving the Church under the Senior Pastor and the Eldership. Any two or more offices may be held by the same person except the offices of president and secretary.

2. Officers.
(1) The Senior Pastor shall serve as President of the Corporation, Church and Chairman of the Eldership and Overseer of all Church boards, committees, and agencies. The Senior Pastor or his appointee shall preside at all business meetings of the Eldership and shall have the authority to call meetings as is deemed necessary.

(2) The Vice-President, Secretary and Treasurer shall be chosen by the Senior Pastor from among the members of the Eldership, serve two-year terms, and may succeed themselves at the Senior Pastor's prerogative.

3. Selection and Dismissal.

(1) All Co-Pastors, Associate Pastors and Assistant Pastors and other paid ministers of the Church shall be appointed or dismissed by the Senior Pastor and after counsel with the Eldership.

(2) In the event of the death, resignation, or dismissal of the Senior Pastor, his successor shall be appointed by the CFN Apostolic Council with the counsel and approval of at least two-thirds of the Eldership sensing a confirmation from God and the congregation. This action shall take place at a meeting after a ten-day written notice to the CFN Apostolic Council and the members of the Eldership. An outgoing Senior Pastor serving in excess of ten (10) years leaving in the good graces of the Church and Eldership will have the privilege to recommend his successor. The recommendation shall not be binding but subject to the approval of CFN Apostolic Council and the Church Eldership with confirmation of the congregation.

(3) A meeting regarding the discipline of the Senior Pastor may be called by a petition of one-half of the members of the Church Eldership. This petition shall be presented to the CFN Apostolic Council. A meeting shall be called by the CFN Apostolic Council with the Church Eldership which shall be presided over by a member of the CFN Apostolic Council. At least two-thirds of the Church Eldership shall be present at the meeting for any further action to be taken. Action shall be taken by a two-thirds (2/3) vote of the CFN Apostolic Council and Eldership attendees.

(4) The Senior Pastor may be dismissed by recommendation of two-thirds of the Church Eldership members and of two-thirds of the CFN Apostolic Council. All voting on the matter must be by secret ballot, and the Senior Pastor shall not preside at such meetings.

ARTICLE X. REGISTERED OFFICE AND AGENT

The mailing address and street address of the principal place of business and the registered office of the Church is 2221 South Blue Angel Parkway, Pensacola, Florida 32506, and the name of the registered agent at such address is Buford Lipscomb.

ARTICLE XI. BYLAWS

Bylaws may be adopted or rescinded by a two-thirds vote of the Eldership. The Bylaws may in no way alter any powers, prohibitions, or provisions stated in these Articles.


ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended with the recommendation of the Senior Pastor and by a two-thirds vote of all the Church Eldership.

The foregoing Amended and Restated Articles of Incorporation were amended and restated pursuant to the provisions of Sections 617.1002 and 617.1007, Florida Statutes, and the Articles of Incorporation and By-Laws then in effect, and there is no discrepancy between those provisions and the provisions of these restated articles of incorporation.

I, the undersigned, being duly authorized by the corporation, have executed these Amended and Restated Articles of Incorporation on this 14th day of November, 2003.

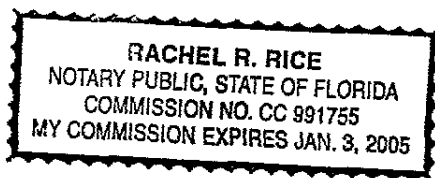
Liberty Church, Inc.

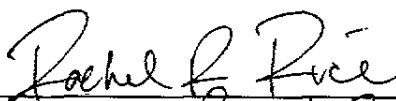
BY: 
BUFORD LIPSCOMB
ITS: President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

Before the subscriber personally appeared BUFORD LIPSCOMB, the President of Liberty Church, Inc., who is personally know to me and who executed the foregoing Amended and Restated Articles of Incorporation and acknowledged before me under oath that he executed the same for the uses and purposes therein set forth.

Given under my hand and official seal this 14th day of November, 2003.




Printed Name: Rachel R Rice
Notary Public, State of Florida
Commission No: 991755
Comm. expires: Jan. 3, 2005