

710804

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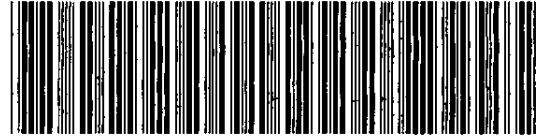
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TALLAHASSEE, FLORIDA
08 SEP -9 PM 12:55

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submitted
(30)

Amend
SP 9/10



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 27, 2008

RICHARD E. WARNER, ESQ.
P.O. BOX 501317
MARATHON, FL 33050

SUBJECT: IMMANUEL EVANGELICAL LUTHERAN CHURCH OF THE UPPER
KEYS, INC.
Ref. Number: 710804

We have received your document for IMMANUEL EVANGELICAL LUTHERAN CHURCH OF THE UPPER KEYS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

As all articles of being amended, the document must include the manner in which directors are to be elected or appointed. *-See letter 9/4*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 908A00047628

LAW OFFICES
RICHARD E. WARNER, P.A.

FELLOW - AMERICAN COLLEGE OF TRUST AND ESTATE COUNSEL

12221 OVERSEAS HIGHWAY
P.O. BOX 501317
MARATHON, FLORIDA 33050-1317
305/743-6022
FAX: 305/743-6216

September 4, 2008

Susan Payne, Senior Sec. Adm.
Florida Department of state
Division of Corporations
PO Box 6327
Tallahassee FL 32314

RE: Immanuel Evenagelical Lutheran Church of the Upper Keys, Inc.
Ref No.: 710804

Dear Ms. Payne:

Thank you for your letter of August 27, 2008 which is enclosed herein concerning the above-referenced church amendment.

In accordance with your letter we have deleted reference to the alternate name. The church does not wish to register any fictitious name at this time, but may do so in the future.

Concerning your question about the manner in which the directors are to be elected or appointed, that is answered in paragraph 9.1 where the members of the church council (which is the board of directors) are chosen by the voter assembly. Section 7.2 shows that the voter's assembly shall act upon the majority vote unless otherwise specified by its constitutional by-laws. These two provisions show how directors are elected. The church council is just another name for the board of directors.

We therefore are resubmitting the document for filing.

Very truly yours,



Richard E. Warner

REW/ndw
Enclosures

Memo

To: Dept. of State, Division of Corporations, Corp. Filings
PO Box 6327, Tallahassee, FL 32314

From: Richard E. Warner

Re: Filing Amendment to The Articles of Incorporation of Immanuel Evangelical
Lutheran Church of the Upper Keys, Inc.

Date: August 12, 2008

Enclosed please find a check in the amount of \$35 made payable to the Dept. of State, Divisions of Corporations for filing the above referenced amendment. If you have any questions, please feel free to contact Richard E. Warner, Esq, PO box 501317, Marathon, Florida 33050.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Amendment
To the
Articles of Incorporation
of
Immanuel Evangelical Lutheran Church of the Upper Keys, Inc.**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The amendment adopted is a complete amendment of the articles of incorporations as follows:

1.0 NAME

The corporate name of this congregation shall be "Immanuel Evangelical Lutheran Church of the Upper Keys, Inc.," of Tavernier, Monroe County, Florida.

2.0 MISSION

The purpose of this congregation shall be to give honor and glory to the Triune God, to carry out His will, to proclaim the Gospel of Jesus Christ to all the world, to manifest the unity of our faith in Jesus Christ as God and Savior, to foster Christian fellowship and love, to extend a helping hand to human need, and to achieve its objectives by the preaching of the Word of God, by the administration of the sacraments, and by the religious instruction of all its members according to the confessional standard of the Evangelical Lutheran Church.

3.0 CONFESSIONAL STANDARD

This congregation accepts without reservation:

3.1 The Scriptures of the Old and the New Testament as the written Word of God and the only rule and norm of faith and practice.

3.2 All the Symbolical Books of the Evangelical Lutheran Church as a true and unadulterated statement and exposition of the Word of God, to wit: the three Ecumenical Creeds (the Apostles' Creed, the Nicene Creed, the Athanasian Creed), the Unaltered Augsburg Confession, the Apology of the Augsburg Confession, the Smalcald Articles, the Large Catechism of Luther, the Small Catechism of Luther, and the Formula of Concord.

4.0 SYNODICAL MEMBERSHIP

This congregation shall be a member of The Lutheran Church—Missouri Synod as long as the Synod conforms to the congregation's confessional standards as set forth in this constitution.

5.0 MEMBERSHIP

This congregation distinguishes between three types of congregational membership:

5.1 The membership of this congregation includes the following:

5.1.1 *Baptized* members are all who have been baptized in the name of the Triune God and who are under the spiritual care of the pastor of this congregation, including the children who have not yet been confirmed into communicant membership.

5.1.2 *Communicant* members are those baptized members who have been instructed and are familiar with the contents of *Luther's Small Catechism*, have been confirmed in the Lutheran faith, and accept the confessional standard of Section 3 of this Constitution.

5.1.3. *Voting* members are communicant members who have reached the age of 21 years.

5.1.4 *Associate* members are non-voting members with privileges, rights and duties as defined in the church bylaws.

5.2 The members of this congregation are received in the following manner:

5.2.1 Baptized members are received through the Sacrament of Holy Baptism or through the consent of one or both parents in the case of children who have been baptized in another Christian congregation.

5.2.2 Adult members are received through the rite of confirmation and Sacrament of Holy Baptism as appropriate, through transfer from a sister congregation, or through profession of faith or reaffirmation of faith.

5.2.3 Eligible communicant members may be received as voting members upon application for such privilege and upon approval of the voters assembly.

5.3 Members of this congregation shall conform their entire lives to the authority of God's Word and to that end shall make diligent use of the means of grace, exercise faithful stewardship of God's many gifts and talents, impart and accept fraternal admonition as the need of such admonition becomes apparent, and be readily available for service in the kingdom of Christ within and beyond the congregation. Membership in organizations whose principles and conduct conflict with the Word of God is prohibited.

5.4 Membership in this congregation shall be terminated as follows:

5.4.1 Membership shall be terminated by transfer to a sister congregation, by joining a congregation outside the fellowship of this congregation, by excommunication or by death.

5.4.2 Communicant members who conduct themselves in an un-Christian manner shall be admonished according to Matthew 18:15–20 and the congregation's stated and adopted guidelines. If they remain impenitent after proper admonition, they shall be excommunicated. Each case of excommunication shall be presented to the voters assembly for a decision. A two-thirds majority vote of the voters assembly shall be required.

6.0 CALLED CHURCH WORKERS

The voters assembly of this congregation shall have the exclusive right to call ordained ministers. The right to call commissioned ministers also belongs to the congregation and ordinarily shall not be delegated to a smaller body and never to an individual.

6.1 The pastoral office shall be conferred only upon pastors or candidates who profess and adhere to the confessional standard set forth in this constitution, who are qualified for the work of the ministry, and who have been approved by and are members of The Lutheran Church—Missouri Synod.

6.2 Only those commissioned ministers shall receive a call who adhere to the confessional standard set forth in this constitution, who are qualified for the work of the ministry to which they are called, and who have been approved by and are members of The Lutheran Church—Missouri Synod.

6.3 The right of calling ordained or commissioned ministers shall be vested in the voters assembly and shall not be delegated otherwise.

6.4 Called ordained or commissioned ministers may be removed from office in Christian and lawful order by a two-thirds majority ballot vote of the voters assembly for one of the following reasons: persistent adherence to false doctrine, scandalous life, willful neglect of the duties of office, or the inability to perform those duties.

6.5 When a vacancy occurs in an office of an ordained or commissioned minister, the congregation shall notify the president of the district to receive assistance in temporarily filling the vacancy and to receive his counsel in calling a new pastor, teacher, or other church worker (Bylaw 2.5.1).

7.0 AUTHORITY OF AND WITHIN THE CONGREGATION

The voters assembly shall be the governing body of this congregation and shall be empowered to administer and manage all its affairs.

7.1 The establishment and conduct of all organizations and societies within the congregation or related directly to the congregation shall be subject to the overall authority and general oversight of the voters assembly.

7.2 All matters before the voters assembly shall be decided by a majority vote unless otherwise specified by this constitution or bylaws. Matters of doctrine and conscience shall be decided only on the basis of the Word of God.

8.0 MEETINGS

Meetings of the voters assembly shall be held as determined in the bylaws.

8.1 Announcements of regular meetings shall be made in the services of the two previous Sundays.

8.2 Announcements of special meetings shall be made in the services of the two previous Sundays or in the services of the previous Sunday when accompanied by notification by mail. Such special meetings may be called at the request of the pastor, chairman, church council, or ten (10) voting members.

8.3 All voting members present at a properly called meeting shall constitute a quorum.

9.0 OFFICERS AND CHURCH COUNCIL

This congregation shall have the following officers, board, and committees in addition to any which the congregation shall establish from time to time.

9.1 The voters' assembly shall elect voting members who along with the pastor shall comprise the church council. The church council shall elect the officers of the congregation from within the congregation's communicant membership to include the president, vice-president, secretary, financial secretary and treasurer. The officer's shall be *ex officio* members of the church council unless they are already members of it. The pastor is a non-voting, *ex officio*, member of the council. The nomination and election of officers and council members shall be as specified in this constitution and accompanying bylaws. The number of members comprising the church council shall be established from time to time in the church bylaws. The officers of this congregation shall be:

- 9.1.1 A president, who shall conduct the meetings of the executive committee and the church council.
- 9.1.2 A vice-president who shall serve in the president's absence.
- 9.1.3 A secretary, who shall keep minutes of all voters assembly and church council meetings and perform necessary correspondence for the congregation.
- 9.1.4 A treasurer, who shall be responsible for the financial records of the congregation.
- 9.1.5 A financial secretary, who shall be responsible for the receipt of all contributions and shall deposit the same in an account established in the name of the congregation.

9.2 The church council shall have the authority to develop and implement policies, procedures, and ministries as necessary to execute the vision and plans approved by the voters assembly.

9.3 The officers of the congregation shall serve as the executive committee of the church council.

9.4 This congregation shall have such committees as are necessary to assist the called workers, elected leaders, and members of the congregation in carrying out its mission and ministry.

9.5 Any officer or board or committee member who fails to perform the duties of office or the responsibilities of confirmed membership may be removed from office by the voters assembly by a two-thirds majority ballot vote, in Christian and lawful order. Matthew 18 should be followed under such circumstances.

10.0 CHURCH OFFICE QUALIFICATION

Service as an officer, council or committee member of this church shall not be restricted on the basis of gender.

11.0 DIVISION

If at any time a division of the congregation should take place for any reason, the following principles will govern.

11.1 The property of the congregation and all benefits connected therewith shall remain with those communicant members who continue to adhere in confession and practice to the confessional standards set forth in this constitution.

11.2 In the event that the congregation dissolves, all property shall be disposed of by the final voters assembly for the payment of debts and all just claims against the congregation, and any and all surplus and all rights connected therewith shall be conveyed to and become the property of the Florida-Georgia District of the Lutheran Church - Missouri Synod.

12.0 AMENDMENTS

This constitution may be amended in the following manner.

12.1 Amendments to the provisions of this constitution not identified in the following paragraph shall be submitted in writing at a meeting of the voters assembly and announced to the congregation by public posting and/or mail to all communicant members prior to the meeting at which the proposed amendment will be acted upon. A two-thirds affirmative vote of the voters present shall be required for adoption.

12.2 Amendments to Articles 2 and 3 shall not destroy their essential meaning. Amendments shall be submitted in writing at a meeting of the voters assembly and made public to the congregation by public posting and/or by mail to all communicant members. Notice of the discussion of such amendments shall be given prior to two regular voters assemblies when the proposed action will be discussed. Notice that action will be taken on proposed amendments shall be provided to all voting members prior to the meeting when a vote will be taken. The date of approval shall be referenced in any amendment adopted.

12.3 The revised constitution shall, as a condition of continued membership

in The Lutheran Church—Missouri Synod, be submitted to the president of the district for review by the district's constitution committee and favorable action by the district's board of directors before being implemented by the congregation.

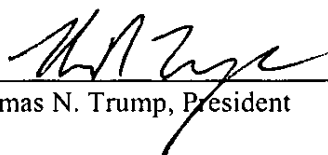
SECOND: The date of the adoption of this complete amendment was December 9, 2007, by the corporation through its Voter's Assembly Meeting, being the membership of this not-for-profit religious corporation.

THIRD: The adoption of this amendment was accomplished as follows:

X The members were entitled to vote on the amendment and the amendment was adopted unanimously by all members present at the Voter's Assembly Meeting on December 9, 2007.

THIS AMENDMENT IS EXECUTED this 10 day of August, 2008, by the undersigned President of the corporation:

Immanuel Evangelical Lutheran Church
of the Upper Keys, Inc.

By: 
Thomas N. Trump, President

