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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**James S. Eggert**  
Registered Agent  
811-B Cypress Village Blvd.  
Ruskin, FL 33573  
(813) 633-3396

February 22, 2016

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: The Westminster Presbyterian Church of Brandon, Florida, Inc.

To Whom it May Concern:

Enclosed please find the Amended and Restated Articles of Incorporation of The Westminster Presbyterian Church of Brandon, Florida, Inc., a Nonprofit Corporation, as well as a check for \$35.00 for the filing of same.

Very truly yours,

A handwritten signature in black ink, appearing to read 'James S. Eggert', with a stylized flourish at the end.

James S. Eggert

JSE/lab  
Enclosures

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
THE WESTMINSTER PRESBYTERIAN CHURCH OF BRANDON, FLORIDA, INC.  
A NONPROFIT CORPORATION**

WHEREAS, THE WESTMINSTER PRESBYTERIAN CHURCH OF BRANDON, FLORIDA, INC. (formerly known as The Independent Presbyterian Church of Brandon, Florida, Inc.) was originally incorporated on March 15, 1971; and

WHEREAS, THE WESTMINSTER PRESBYTERIAN CHURCH OF BRANDON, FLORIDA, INC. now desires to amend and restate its Articles of Incorporation;

NOW THEREFORE the original Articles of Incorporation are amended and fully restated as follows:

**ARTICLE I. NAME**

The name of the corporation is THE WESTMINSTER PRESBYTERIAN CHURCH OF BRANDON, FLORIDA, INC., and the corporation may adopt such trade names as it desires.

**ARTICLE II. AUTHORITY**

The corporation is organized pursuant to the provisions of the Florida Nonprofit Corporation Code. The form of church government is provided for by *The Book of Church Order* of the Presbyterian Church in America. The governing body of the church is the Session. Except for those powers reserved for the Board of Trustees set forth in these Articles of Incorporation, the Session shall perform all corporate powers necessary and as required by the laws of the State of Florida. Unless otherwise required by the laws of the State of Florida (provided they are not in conflict with the Holy Scripture or doctrine), any conflict between these Articles of Incorporation and *The Book of Church Order* of the Presbyterian Church in America shall be resolved in favor of *The Book of Church Order* of the Presbyterian Church in America. The Westminster Presbyterian Church of Brandon, Florida, Inc., as a body of believers recognizes only the sovereignty of God and the Lordship of Jesus Christ in all things. The Church shall be governed according to the tenets of the Faith contained in the Holy Scriptures, being the Old and New Testaments of the Holy Bible, and according to the doctrines of the Church contained in the Constitution of the Presbyterian Church in America. The Church recognizes God's ordination of the civil authority and the legitimate laws in support thereof. The Church shall uphold the laws of the civil authority provided said laws are not in conflict with the Holy Scriptures or the doctrine of the Church contained in the Constitution as shall be determined by the Church.

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### **ARTICLE III. PURPOSES**

The corporation is organized exclusively for religious, educational and charitable 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), and such purposes shall include, but not be limited to, the following:

1. To be a growing Christian fellowship glorifying God in worship, nurturing people in Biblical faith, and spreading the gospel of Jesus Christ throughout our community and into the world; and

2. To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of (and to do every other act or thing incidental to, pertinent to, growing out of or connected with) the purposes, objects or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by law upon a nonprofit corporation organized under the laws of the State of Florida, and, in general, to carry on any activities and to do any of the things herein set forth to the same extent as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, object or power to do any act or thing forbidden by law to a nonprofit corporation organized under the laws of the State of Florida.

### **ARTICLE IV. DURATION**

The corporation shall have perpetual duration.

### **ARTICLE V. RESTRICTIONS**

Section 1. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, officers or other private persons; except that the corporation 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 Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 3. No Political Campaigning. The corporation 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.

## ARTICLE VI. TRUSTEES

Section 1. Number. Directors for the corporation shall be known as "Trustees." The Board of Trustees shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

Section 2. Powers. The church Session shall have all the rights and exercise all the powers of the corporation except those powers assigned to the Board of Trustees. The Board of Trustees shall have the power to buy, sell and mortgage the real property titled in the name of the corporation, acquire and convey title to such property, hold and defend title to the same, provided that the exercise of such powers do not infringe upon the powers and duties of the Session or of the Board of Deacons. In buying, selling, and mortgaging real property the Trustees shall act solely under the authority of a corporation, granted in a duly constituted meeting of the corporation and under the supervision and oversight of the Session as set forth in *The Book of Church Order*.

Section 3. Election, Qualifications and Term. The method of election, the qualifications, and the term of each member of the Board of Trustees shall be as established in the Bylaws.

Section 4. Officers. The Board of Trustees may elect such officers as the Bylaws may specify, who shall have such titles and exercise such duties as the Bylaws may provide.

Section 5. Trustees. The current Board of Trustees shall consist of five (5) members. The names and addresses of the persons who are to serve as Trustees until the first annual election of Trustees, or for such other periods as may be specified in the Bylaws are:

- a) Joseph Bethoney (1 year term)
- b) James Eggert (2 year term)
- c) Jack Holloway (3 year term)
- d) David Devine (3 year term)
- e) David Crabtree (3 year term)

## ARTICLE VII. MEMBERSHIP

The corporation shall have three classes of members: (1) Communicant Members, (2) Non-Communicant Members and (3) Associate Members, as more specifically prescribed in the Bylaws. Members shall be those persons who have qualified and been admitted into the membership of the church according to the requirements and provisions of *The Book of Church Order* of the Presbyterian Church in America and the Session of

The Westminster Presbyterian Church of Brandon, Florida, Inc. Communicant Members shall be entitled to one vote each. The only votes that Communicant Members shall make are (1) for election of Trustees and (2) for such items as permitted or required by *The Book of Church Order* of the Presbyterian Church in America.

#### **ARTICLE VIII. POWERS**

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax-exempt, nonprofit corporations, including the powers specifically enumerated in Section 617.0302 "Florida Not For Profit Corporation Act."

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation. The corporation 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, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

#### **ARTICLE IX. DISSOLUTION**

Section 1. Dissolution. Dissolution must first be approved by two-thirds vote of the Session of The Westminster Presbyterian Church of Brandon, Florida, Inc. at a special meeting called for that purpose with appropriate notice given in writing stating the purpose of the meeting. Upon such approval by the Session, the membership of The Westminster Presbyterian Church of Brandon, Florida, Inc. must then approve such dissolution by majority vote at a specially called meeting pursuant to proper notice. The Board of Trustees may cease corporate activities and dissolve and liquidate the corporation by two-thirds vote only after the required approval by the Session and the membership of The Westminster Presbyterian Church of Brandon, Florida, Inc.

Section 2. Liquidation. Upon dissolution of the corporation, the Board of Trustees shall make provision for the payment of all of the liabilities of the corporation, and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article III hereof in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the Board of Trustees shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of within a reasonable time, The Presbytery of Southwest Florida (Presbyterian Church in America), Inc., or its successor, shall dispose of such assets under such terms and conditions as may be set forth in *The Book of Church Order*. If any such assets are not so disposed of within a reasonable time, the appropriate court of the county in which the principal Florida office (or if none, the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III

herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

#### ARTICLE X. INITIAL REGISTERED AGENT AND OFFICE

Section 1. Office. The current registered office of the corporation shall be 402 E. Lumsden Road, Brandon, Hillsborough County, Florida 33511.

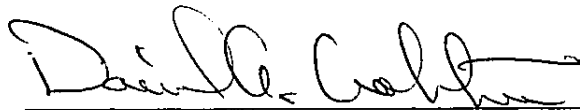
Section 2. Agent. The current registered agent of the corporation at such address shall be Henry R. Darden.

#### ARTICLE XI. EFFECTIVE DATE

The effective date of these Amended and Restated Articles of Incorporation shall be September 20, 2015, except that the appointment of Trustees shall be effective on January 1, 2016. Until that time the current Trustees shall continue to serve.

#### ARTICLE XII. ADOPTION

These Amended and Restated Articles of Incorporation were adopted by the members at a special called meeting and the number of votes cast for the same were sufficient for approval.



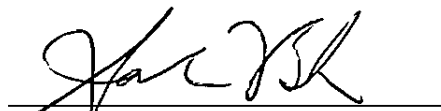
Secretary

September 20, 2015

Attestation:



Wes Holland, Moderator



Joseph Bethoney, Clerk of Session