

720680

Florida Department of State

Division of Corporations

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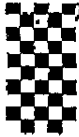
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CONGREGATIONAL UNITED CHURCH OF CHRIST, OF MANATEE C

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 21, 2002

CONGREGATIONAL UNITED CHURCH OF CHRIST, OF MANATEE COUN
CHURCH BRADENTON FLORIDA INC
3700 26TH STREET WEST
BRADENTON, FL 34205

SUBJECT: CONGREGATIONAL UNITED CHURCH OF CHRIST, OF MANATEE COUNTY,
FLORIDA, INC.
REF: 720680

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

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

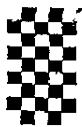
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Karen Gibson
Corporate Specialist

FAX Aud. #: K02000119711
Letter Number: 902A00032547

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 30, 2002

CONGREGATIONAL UNITED CHURCH OF CHRIST, OF MANATEE COUN
CHURCH BRADENTON FLORIDA INC
3700 26TH STREET WEST
BRADENTON, FL 34205

SUBJECT: CONGREGATIONAL UNITED CHURCH/OF CHRIST, OF MANATEE COUNTY,
FLORIDA, INC.
REF: 720680

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.

The current name of the entity is as referenced above. Please correct your document accordingly.

PLEASE ADD/THE CORPORATE SUFFIX ", INC."

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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000119711
Letter Number: 802A00026526

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
CONGREGATIONAL UNITED CHURCH OF CHRIST,
OF MANATEE COUNTY, FLORIDA, INC.**

FILED
02 MAY 21 PM 12:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be the Congregational United Church of Christ, of Manatee County, Florida, Inc. and shall have a mailing address of 3700 - 26th Street West, Bradenton, Florida 34205.

ARTICLE II. PURPOSE

The avowed purpose of this Church shall be to worship God, to preach the gospel of Jesus Christ, to promote religious education for children and adults, and to celebrate the sacraments; to realize Christian fellowship and unity within this Church and the Church Universal; to render loving service toward all persons; to support missions; and to strive for righteousness, justice, and peace; and to have all powers necessary or desirable to fulfill these purposes provided under Florida Statutes.

ARTICLE III. MEMBERSHIP

Membership in this Church shall be open to all baptized and professing Christians without restriction as to race or national origin. Members are expected, to the best of their ability, to do the will of God; to take an active part in the life and work of the Church, including faithful attendance at worship services; to give financial support for its maintenance and its benevolences; to cooperate with the Ministers, officers, and leaders; to participate in the organized effort for the advancement of the Kingdom of God; and to demonstrate the Christian life style in their own lives. Procedures for the establishment of various kinds of membership and for the termination of membership shall be contained in the Bylaws.

ARTICLE IV. POWERS

Section 1. This Church shall have all of the common law and statutory powers of a corporation not for profit, not in conflict with these Articles, the Constitution or the Bylaws.

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Section 2. This Church shall have all of the powers and duties set forth in the Constitution and Bylaws, as amended from time to time, except as validly limited by these Articles and all the powers and duties reasonably necessary to own, operate and to perform the maintenance, administrative, managerial and other functions for this Church as provided in the Constitution and Bylaws, as they may be amended from time to time, including but not limited to the following:

A. To collect and accept monies from the members of this Church and others and to use such proceeds in the exercise of its purpose and duties in accordance with the Constitution, Bylaws and these Articles.

B. To accept, hold title to, own, purchase, acquire, replace, improve, manage, maintain and administer the use of Church property, in accordance with the Constitution and Bylaws.

C. To purchase insurance upon the Church property for the protection of employees and members.

D. To reconstruct the improvements of the Church property after casualties and further to improve the Church property in accordance with the Constitution and Bylaws.

E. To adopt and amend rules and regulations respecting the use of Church property in accordance with the Constitution and Bylaws.

F. To enforce, by legal means, the provisions of the Constitution and Bylaws.

G. To furnish, or otherwise provide for, private security, fire protection or such other services determined to be necessary or appropriate.

H. To obtain all required utility and other services for Church property.

I. To incur bonded or mortgage indebtedness as authorized by the Constitution and Bylaws.

J. To employ personnel for reasonable and appropriate compensation to further the purpose of the Church.

K. To enter into contracts as necessary to carry out the obligations of the Church under the Constitution and Bylaws.

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L. To exercise such further authority as may be reasonably necessary to carry out each and every one of the obligations of the Church set forth in the Constitution and Bylaws, including any right or power reasonably to be inferred from the existence of any other right, power, duty, or obligation given the Church, or reasonably necessary to effectuate its obligation under the Constitution and Bylaws.

Section 3. All funds and title of all properties acquired by the Church and the proceeds thereof shall be held in trust for the Members, in accordance with the provisions of the Constitution, Bylaws and these Articles.

ARTICLE V. GOVERNMENT

The government of this Church is vested in its members who control all of its affairs subject to the Constitution, Bylaws, the Articles of Incorporation, and the laws of the State of Florida. Members shall exercise their control through action in congregational meetings in accordance with the Constitution and Bylaws. Actions at meetings may affirm or reverse actions or policies of the governing functions of the Church, call or dismiss ministers, approve budgets, incur indebtedness, purchase or sell property, and elect members of boards, teams, etc., which shall have the authority and responsibility as provided in the Constitution and Bylaws. While this Church is subject to no ecclesiastical judicatory, it recognizes the necessity for cooperation in sharing the common aims and work in the free fellowship of the Florida Conference and of the General Synod of the United Church of Christ.

ARTICLE VI. EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII. BOARD OF DIRECTORS

The Board of Directors of this corporation shall be the Governing Board, duly elected in the manner provided by the Bylaws and shall never have fewer than three (3) Directors.

ARTICLE VIII. OFFICERS

The Moderator, as President; the Chairman of the Board of Trustees, as Vice President; the Church Clerk, as Secretary; and the Treasurer are the corporate officers. The names of the officers who shall serve until their successors are designated are as

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follows: President, William Foster; Vice President, Russell Rankin; Secretary, Ruth Bliss; and Treasurer, Walter Ruhlmann.

ARTICLE IX. DISTRIBUTION OF ASSETS

Section 1. No officer, no member of the governance of the church, nor any member shall receive any dividend or income from this corporation; this being a corporation not for profit. This does not mean that reasonable expenses spent on church business shall not be repaid, but this shall be solely as reimbursement, nor is this to mean that ministers, organists, soloists, custodians, clerical help, auditors and others may not be employed if they are church members. Upon dissolution, the membership will not receive any of the assets of the corporation but the assets shall be distributed as set forth in Section 2 of this Article.

Section 2. The Church and its property shall be forever devoted to religious purposes. No officer, member, or employee thereof shall receive any pecuniary profit from the Church except reasonable compensation for services in effecting one or more of its purposes. In the event of the dissolution of the Church, its property shall become vested in, and its function as trustee, if any, administered by the Florida Conference of the United Church of Christ or its successor, or, in the event this be impossible, by such church or other organization which is organized and operated exclusively for religious or charitable purposes which the membership of the Church shall designate at a meeting called before the said dissolution, or, in the absence of such determination, as the Circuit Court of the County of Manatee, Florida, shall determine. That is, this section shall not be applicable if the congregation chooses to leave the United Church of Christ.

ARTICLE X. INDEMNIFICATION

To the fullest extent permitted by Chapters 607 and 617, Florida Statutes (hereinafter referred to as "the Statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the corporation shall indemnify, hold harmless, and advance expenses to, as defined in the Statutes, any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the Statutes, by reason of the fact that he or she is or was a director or officer of the corporation, against liability as defined in the Statutes, expenses as defined in the Statutes and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof. This indemnification article shall specifically not apply to persons or entities who are or were employees or agents of the corporation, but who are not or were not directors or officers of the corporation. The corporation specifically elects not to provide any person or entity who was a director or officer of the corporation with the option of applying for indemnification or advancement of expenses, or both, to a

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Court, as set forth in Section 607.014(9), Florida Statutes (2001), as the same may from time to time be amended.

ARTICLE XI. REGISTERED AGENT

The Registered Agent of the Church is Pastor Paul Scheele, with a mailing address of Congregational United Church of Christ, 3700 - 26th Street West, Bradenton, Florida 34205.

ARTICLE XII. INCORPORATOR

The names and addresses of the original incorporators were as follows:

Wayne Burwell
3807 - 16th Avenue West
Bradenton, Florida

Duane Florian
1501 - 55th Avenue North
Bradenton, Florida

Helen Rollison
112 - 50th Avenue Terrace West
Heather Hills
Bradenton, Florida

ARTICLE XIII. AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments may be adopted by a two-thirds ($\frac{2}{3}$'s) vote of the members present and voting at any regular or special meeting, provided that the amendment has been submitted, in writing, and the full text provided to the members of the Church at least twenty-one (21) days prior to the meeting.

CERTIFICATE OF AMENDMENT

These Amended and Restated Articles of Incorporation were submitted in writing to the membership and approved by two-thirds ($\frac{2}{3}$'s) of those present at a regular meeting held on February 24, 2002 where a quorum was present. The number of votes cast was sufficient for approval.

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IN WITNESS WHEREOF, the President has caused this document to be executed in his name this 20th day of May, 2002.

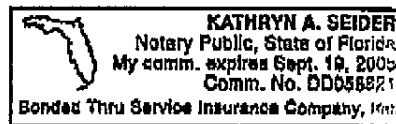
William A. Foster
William Foster, as President

STATE OF FLORIDA)
COUNTY OF MANATEE)

I HEREBY CERTIFY that on this 20th day of May, 2002, the foregoing instrument was sworn to and subscribed before me by William Foster, as the President of Congregational United Church of Christ, of Manatee County, Florida, Inc., a Florida corporation not for profit, who is (X) personally known to me or who () has provided the following form of identification: _____

Kathryn A. Seider
Notary Public, State of Florida
Kathryn A. Seider

My Commission Expires: 9/19/2005



ACCEPTANCE BY REGISTERED AGENT

The undersigned, Pastor Paul Scheele, hereby accepts designation as Registered Agent and Resident Agent of the foregoing corporation.

Dated this 20 day of May, 2002.

Pastor Paul Scheele
Pastor Paul Scheele, Registered Agent

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