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C. Conliffe AUG 03 2004

*Amend / Rest.*

**GRAY | ROBINSON**  
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August 2, 2004

Division of Corporations  
George Firestone Building  
409 East Gaines Street  
Tallahassee, FL 32301

**Via Hand Delivery**

To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of **\$43.75** for the applicable filing fees and fees to obtain a **CERTIFIED COPY** for the following entity:

**CIRCLE COMMUNITY CHURCH, INC.**  
**Document Number: 722080**

Upon receipt, please date-stamp the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,



Debbie Frost  
Office Administrator

/dyf  
Enclosures

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
CIRCLE COMMUNITY CHURCH, INC.**

THE UNDERSIGNED, JEFFREY W. BERG, Secretary of Circle Community Church, INC., a Florida not-for-profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation as follows:

**ARTICLE FIRST:** The name of the Corporation is: CIRCLE COMMUNITY CHURCH, INC.

**ARTICLE SECOND:** The amendment to the Articles of Incorporation of the Corporation as set forth herein amends and restates the Articles of Incorporation in entirety.

**ARTICLE THIRD:** The amendment and restatement of the Articles of Incorporation of the Corporation as set forth herein was duly adopted by the members of the Corporation by a vote of the members sufficient for approval at a meeting of the members duly held on May 16, 2004.

**ARTICLE FOURTH:** The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
CIRCLE COMMUNITY CHURCH, INC.**

The undersigned do hereby associate ourselves together to form an organization and religious society as a not-for-profit corporation under Chapter 617 of the Florida Statutes. We do hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation shall be: CIRCLE COMMUNITY CHURCH, INC.

**ARTICLE II - PURPOSES AND MISSION**

The purpose of the Corporation is to glorify God by helping believers love the Lord their God with all their heart, with all their soul and with all their might, bringing them to maturity and unity, that the world may believe God sent His Son, Jesus Christ.

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TALLAHASSEE, FLORIDA

### **ARTICLE III – DOCTRINAL STATEMENTS**

The following are the doctrinal statements which each member of the Corporation shall believe and support. These statements are explained in greater detail in the Expanded Statement of Faith contained in the By-Laws:

Section 1 - The Bible: We believe the Scripture, both Old and New Testaments, is verbally inspired by God. We believe that the Bible is inerrant in the original writings, and it is the Christian's final authority in faith and conduct.

Section 2 - God: We believe in one God, the Creator and Sustainer of everything. God is infinitely perfect and He eternally exists in three persons: Father, Son, and Holy Spirit.

Section 3 - The Person and Work of Christ: We believe that the Lord Jesus Christ is the eternal Son of God who became a man without ceasing to be God to reveal God to men, to fulfill prophecy, and to die for the sins of all mankind as a substitutionary sacrifice. He was miraculously conceived of the Holy Spirit and born of a virgin, taking on a fully human body with a sinless nature, and becoming completely human while remaining completely divine at the same time. We believe that after His death He arose bodily for our justification. We believe that He is now exalted at the right hand of God as Head of the Church. Christ is Lord of the individual believer, fulfilling His ministry as our Great High Priest and Advocate.

Section 4 - The Ministry of the Holy Spirit: We believe that the ministry of the Holy Spirit is to glorify the Lord Jesus Christ. We believe that He convicts the world of sin and regenerates believing sinners, baptizing them into the church (which is the Body of Christ). We believe that He indwells, guides, instructs, and empowers believers for godly living and service. We believe that He gives spiritual gifts to each believer and that He fills those who yield themselves to Him.

Section 5 - Salvation: We believe that salvation is God's free gift. Salvation is neither merited nor secured in part or in whole by any human virtue, work, ceremony, or effort. We receive God's gift only through personal faith in the Lord Jesus Christ. In Christ, all true believers have as a present possession eternal life, perfect righteousness, and adoption into God's family. Christians also enjoy every spiritual resource needed for life and godliness, and have the divine guarantee that we shall never perish. God has delivered believers from all condemnation, therefore we have eternal security in Christ.

Section 6 - Man: We believe that God created man in His image. But man sinned, incurring not only physical death, but also spiritual death (separation from God), which all people inherit from Adam. We believe that mankind is subject to Satan's power; and that people, within themselves, have no means of salvation.

Section 7 - The Church: We believe that the true Church is composed of all who, through saving faith in Jesus Christ, have been regenerated by the Holy Spirit. We also believe that those who are thus members of the true Church are eligible for membership in the local church. During this present age (e.g, the age of Grace, or the Church age), we believe that God

commands believers to be baptized and to observe the Lord's Supper. We do not believe these commands are optional; however, we do not regard participation in these ordinances as a means of salvation.

Section 8 - The Blessed Hope: We believe in the personal, imminent, and premillennial coming of our Lord. First, He will come to receive His own to Himself; later, He will set up His earthly kingdom and reign over redeemed Israel. At that time Christ will also reign over all nations, bringing peace and blessing to the world. We believe that this blessed hope has a vital bearing on our personal lives and service.

Section 9 - The Christian's Walk: We believe that God calls us with a holy calling to live not according to the sinful nature (the 'flesh'), but according to His Spirit. God wants us to live in the power of His indwelling Holy Spirit, so we will not fulfill the lusts of our fallen nature, which functions through our physical bodies. We believe that the fallen, Adamic nature within us cannot be eradicated in this life. Therefore, keeping ourselves constantly in subjection to Christ, we must allow God's Holy Spirit to live through us in our daily 'walk' of faith. Otherwise, the flesh will certainly demonstrate its presence in our lives, to the dishonor of the Lord.

Section 10 - The Eternal State: We believe that the souls of those of us who have trusted the Lord Jesus Christ for salvation immediately pass into His presence at death. There we remain in conscious bliss until the resurrection of our bodies at Christ's coming for His Church. Then, with our souls united with our glorified bodies, we will live with Him forever in glory. We believe that God will punish unbelievers with everlasting separation from His presence and His glory.

Section 11 - Satan: We believe that Satan is a person: a fallen angel, the agent of the fall of man, and the god of this age. However, we also believe that he is the Christian's defeated enemy. His destiny is eternal punishment.

#### **ARTICLE IV - MEMBERSHIP**

To qualify for membership in this Corporation, a person must give satisfactory proof to at least one of the currently active elders of his or her belief in Jesus Christ as Lord and Savior. A person must also make an open statement of his or her support of our doctrinal statements (as provided in Article III of these Articles). The types of memberships, the manner of receiving members, and their discipline and expulsion shall be specified in the Bylaws.

#### **ARTICLE V – GOVERNMENT**

The government of this church, under the leadership of the Holy Spirit, shall be vested in a Board of Elders (except in matters reserved to the members, as defined in these Articles and the By-laws). The Board of Elders shall consist of no less than the minimum number required by Florida law. The Elders shall be selected as provided in these Articles, and the Elders shall appoint corporate officers from among themselves. The membership of the Board of Elders, the elders' duties, their terms of office, and other qualifications shall be as follows:

Section 1 - Qualifications and Discipline: An elder must meet the qualifications found in I Timothy 3:1-7 and Titus 1:6-9. It is the Elder Board's responsibility to discipline or remove any Board member who no longer fulfills the qualifications of an elder, who fails to fulfill his responsibilities, or who violates the intent of the Articles or By-Laws. Discipline or removal shall be by a three-fourths (3/4) vote of all active elders (except the elder being disciplined or removed). The senior Pastor/Teacher shall be a voting member of the Board of Elders, but he cannot serve as a corporate officer. All other ministerial staff personnel may or may not be members of the Board of Elders.

Section 2 - Duties:

A. It is the Elders' duty to exercise personal holiness. Elders shall oversee, lead, and shepherd the church, and care for its spiritual condition, as set forth in Scripture (e.g., I Timothy 5:17, Titus 1:9, and I Peter 5:1-2).

B. The Board of Elders has complete authority to govern the secular and spiritual areas of the church, except in matters that are reserved to a vote of the church membership.

C. The Board of Elders has the authority to recommend ministerial staff for approval by the membership of the church. Such a recommendation must be made by a majority vote of the Elders voting at an Elder meeting at which a quorum is present. All other salaried support staff shall be selected, hired, dismissed, and have their salaries set by the Board of Elders.

D. The Board of Elders shall have any other duties and responsibilities that are described in the By-Laws.

Section 3 - Calling and Indefinite Terms of Service: The Holy Spirit shall call specific men to serve as elders; these men shall be considered adequate to serve as the Board of Elders. The number of elders serving on the Elder Board at any one time shall be unlimited, and they shall serve an indefinite term of service. An Elder can take a leave of absence and be reinstated to active service as described in the By-laws. However, elders on leave of absence may not vote in elder decisions and are not counted when determining a quorum.

Section 4 - Nomination of Elders: Nominations for elder candidates shall be made throughout the year by the Nominating Committee. The Nominating Committee shall consist of the following persons:

A. Two elders, appointed by the Chairman of the Board of Elders, and

B. Two church members, elected by the active members at a duly called meeting at which a quorum is present.

The elder on the Committee with the most years of elder service shall serve as Committee chairman. The elders and members on the Nominating Committee shall serve a one-year term. (The Senior Pastor/Teacher may not serve on the Committee.)

At any time the Committee shall accept the names of men to be nominated as elders from members of the church. The Committee shall prayerfully consider the men recommended. The Committee shall then present to the Elder Board any of those men who they believe to be worthy of selection as elders.

At such time as the Elder Board deems the nominated men ready, the Elder Board shall present those men to the congregation [as explained in the By-laws]. The members shall then affirm the elders' recommendation by vote, as described in the requirements and procedures set forth in these Articles and the Bylaws.

Section 5 - Administrative Officers: Annually, the members of the Board of Elders shall select from their membership these officers: Chairman, Vice-Chairman, Treasurer, and Secretary. These men shall act as the administrative officers of both the Board of Elders and the Corporation. The offices shall all be under the control and direction of the Board of Elders. As administrative officers of the Corporation, they shall have the same duties and responsibilities as the same officials in a corporation formed for profit. They may also have other duties as directed or delegated by the Board of Elders or by our By-Laws. All legal instruments that must be signed for the Corporation shall be signed by the Chairman or Vice-Chairman, sealed with the corporate seal, and attested to by the Secretary.

Section 6 - Meetings and Quorum: The Board of Elders will hold monthly meetings at a time and place decided by the Board. The Board of Elders will hold their Annual Meeting at a time and place (either in or outside of the State of Florida) that is set by the By-Laws. A quorum for Elder Board meetings shall consist of two-thirds (2/3) of the voting members. For approval of any matters before the Board, a majority vote of those members of the Board who are present (at which a quorum is present) shall be necessary unless specified elsewhere in these Articles or in the Bylaws.

## **ARTICLE VI – POWERS RESERVED TO MEMBERS**

Certain powers are specifically reserved to the church members. These powers must receive, except as otherwise noted, a majority vote of those voting members who are present at a regular or specially called meeting (at which a quorum is present). These powers are:

1. Approving the purchase, sale, or borrowing of money for any real property.
2. Approving the annual General Operating Budget of the church.
3. Approving all single expenditures that exceed five percent of the approved General Operating Budget.
4. Affirming elders who are presented to the congregation by the elder board.

5. Approving amendments to these Articles of Incorporation.
6. Approving the selection of all members of the ministerial staff.

#### **ARTICLE VII – BOARD OF ELDERS**

The names and residence addresses of the members of the Board of Elders of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Jeffrey W. Berg	7335 Cook Lane Winter Park, FL
Gordon G. Gable	2075 Hunterfield Road Maitland, FL
Ron Hoffmann	1273 Cardinal Court Altamonte Springs, FL 32714
Howard D. Lisech	2100 Red Gate Road Orlando, FL
Phillip R. Robertson	808 Grandview Avenue Altamonte Springs, FL
E. Dean Van Vliet	716 Panama Place Sanford, FL

#### **ARTICLE VIII – NO VESTED RIGHT**

No member shall have any vested right, interest, or privilege in the assets, affairs, or franchises of the Corporation. Nor shall any member have any right, interest, or privilege that may be transferable or inheritable, or that shall continue if his or her membership ceases, or while not in good standing. This Corporation's existence is to be perpetual. Upon liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organization qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.



## **ARTICLE IX - BYLAWS**

The Board of Elders may propose, alter, amend, or rescind any of the Bylaws. Changes to the Bylaws are effective immediately upon unanimous vote of the active elders who are present and who vote at an elder meeting at which a quorum is present.

## **ARTICLE X – REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation shall be:

2200 Pembroke Drive  
Orlando, Florida 32810

The name of the registered agent of this Corporation shall be:

Howard D. Lisech

## **ARTICLE XI - CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The principal office and/or mailing address of this Corporation shall be:

2200 Pembroke Drive  
Orlando, Florida 32810

## **ARTICLE XII - AMENDMENTS**

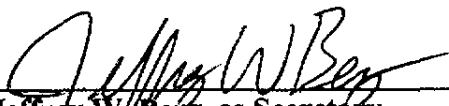
Amendments to these articles shall be proposed by the Board of Elders. However, amendments must be approved by a 85% vote of the church\_s voting members in attendance at a special meeting of the congregation called for that specific purpose. At least 60% of the church membership must be in attendance at this special meeting. In addition, the proposed alteration(s) or amendment(s) must have been:

1. Posted in a conspicuous place at the current place of worship for at least two Sundays before the meeting;
2. Announced from the pulpit at least two Sundays before the meeting; and
3. Hand delivered or sent in writing, postage prepaid, to each voting member of the church at the address shown in the church records.

This notice must contain not only the time and place of the meeting, but the exact wording of the proposed change(s). Members do not need to actually receive the notice; but it must be delivered or mailed at least two weeks before the meeting to the last address shown in the church records. The proposed amendment(s) shall become effective upon completing the notice\_s requirements,

receiving the vote, and filing the amendment (according to law) with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, Jeffrey W. Berg, as Secretary of the Corporation, has hereunto set his hand this 16<sup>th</sup> day of May, 2004.

  
Jeffrey W. Berg, as Secretary  
State of Florida, County of Orange

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the Amended and Restated Articles of Incorporation of CIRCLE COMMUNITY CHURCH, INC., a Florida non-profit corporation, I hereby accept and agree to act in this capacity.

  
Howard D. Lisech