

731495

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

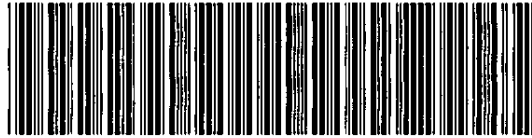
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FILED

2009 JUL 17 PM 4:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended & Restated  
w/NC

TB

7-20-09



Laura S. Lang  
llang@brewerjackson.com

June 25, 2009

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301  
**Via Federal Express 7977 1168 0583**

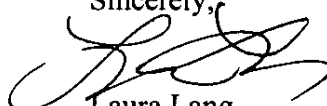
Re: South Biscayne Baptist Church, Document Number

Dear Sir or Madam:

Please find enclosed the original and one copy of the Amended and Restated Articles of Incorporation for South Biscayne Baptist Church, as well as a this firm's check number 3640 in the amount of \$43.75 for filing fees and certified copies. Please cause this document to be filed and return all documents to:

Laura Lang  
Brewer Jackson, P.C.  
5201 N. O'Connor Blvd. Suite 500  
Irving, Texas 75039

Thank you for your prompt attention to this matter. Should you have any questions or concerns please do not hesitate to contact me.

Sincerely,  
  
Laura Lang

LSL/gw



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 1, 2009

LAURA LANG  
BREWER JACKSON, P.C.  
5201 N O'CONNOR BLVD STE 500  
IRVING, TX 75039

SUBJECT: SOUTH BISCAYNE BAPTIST CHURCH, INC.  
Ref. Number: 731495.

We have received your document for SOUTH BISCAYNE BAPTIST CHURCH, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

The name of the entity must be identical throughout the document.

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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) 245-6925.

Teresa Brown  
Regulatory Specialist II

Letter Number: 909A00022551

RECEIVED  
DEPARTMENT OF STATE  
09 JUL 17 AM 11:19



Laura S. Lang  
llang@brewerjackson.com

July 16, 2009

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301  
**Via Federal Express**

Re: South Biscayne Baptist Church, Reference Number 731495

Dear Sir or Madam:

Please find enclosed the original and one copy of the Amended and Restated Articles of Incorporation for South Biscayne Baptist Church, Inc. as well as a copy of Department of State Letter Number 909A00022551. Please cause this document to be filed and return all documents to:

Laura Lang  
Brewer Jackson, P.C.  
5201 N. O'Connor Blvd. Suite 500  
Irving, Texas 75039

Thank you for your prompt attention to this matter. Should you have any questions or concerns please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink, appearing to read "Laura Lang", is written over the typed name.

Laura Lang

LSL/gw

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
SOUTH BISCAYNE BAPTIST CHURCH, INC.**

**FILED**  
2009 JUL 17 PM 4:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Statutes, South Biscayne Baptist Church, Inc. (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE 1**

The name of the Corporation is South Biscayne Baptist Church, Inc. The corporation hereby adopts amended and restated articles of incorporation and all previous amendments thereto are hereby deleted in their entirety and amended and restated as set forth in Exhibit "A."

**ARTICLE 2**

The restated articles of incorporation amend the prior articles of the corporation by changing the church's name, adding IRS compliance language; indemnifying and limiting the liability of Church officers, directors, and employees; amending the authority of the board of trustees, amending the officer positions, updating the information regarding the registered address and registered agent of the corporation; adding a provision allowing the Board of Directors to act by written consent; and adding a provision for amendment to these articles.

**ARTICLE 3**

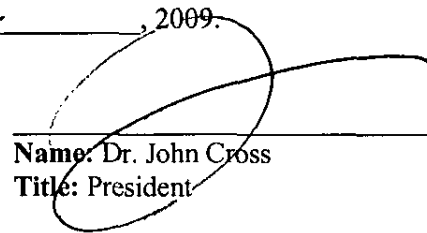
Each such amendment made by the restated articles of incorporation has been effected in conformity with the provisions of the Florida Not for Profit Corporation Act and such restated articles of incorporation and each such amendment made by the restated articles was adopted on the 14th day of June, 2009, in the following manner:

The restated articles and the amendments made by such restated articles were adopted at meetings of the membership held on the June 13, 2009 and June 14, 2009, at which a quorum was present, and the restated articles and the amendments made by such restated articles received the vote of a majority of members.

**ARTICLE 4**

The articles of incorporation and all amendments thereto are hereby superseded by the attached restated articles of incorporation (Exhibit A) which accurately copy the entire text thereof including any previous amendments and as amended as set forth above.

Dated this 14 day of June, 2009.

  
Name: Dr. John Cross  
Title: President

**EXHIBIT A**  
**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**SOUTH BISCAYNE BAPTIST CHURCH, INC.**

South Biscayne Baptist Church, Inc. (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation for such Corporation pursuant to the provisions of the Florida Non-Profit Corporation Act (the "Act"). The Corporation hereby adopts Amended and Restated Articles of Incorporation which accurately reflect changes to the Articles of Incorporation and all amendments thereto that are in effect to date as further amended by such Amended and Restated Articles of Incorporation as hereinafter set forth.

The Corporation's original Articles of Incorporation and all subsequent amendments thereto, are hereby deleted in their entirety and amended and restated as follows:

**ARTICLE 1**  
**NAME**

The name of the Corporation is South Biscayne Church, Inc.

**ARTICLE 2**  
**NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

**ARTICLE 3**  
**DURATION**

The period of the Corporation's duration is perpetual, notwithstanding subsequent action by the Board of Directors.

**ARTICLE 4**  
**PURPOSES**

The Corporation is formed for any lawful purpose or purposes not expressly prohibited under the Florida Not For Profit Corporation Act. The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of

Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To ordain, license, employ and discharge ordained and licensed ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere.

(c) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.

(d) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

(e) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

## **ARTICLE 5**

### **POWERS AND RESTRICTIONS**

Except as otherwise provided in these Articles and in order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) The Corporation shall not pay dividends and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation,



and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

## **ARTICLE 6 DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Board of Directors of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

## **ARTICLE 7 MEMBERSHIP**

The Corporation shall have one or more classes of members. The number, qualifications, and relative rights of each class shall be as set forth in the Corporation's Bylaws. The Corporation

is a church and the management of its affairs shall be vested in its Board of Directors in the absence of an express provision to the contrary in the Bylaws.

**ARTICLE 8  
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 13000 S. Tamiami Trail, North Port, Florida 34287. The name of the registered agent at this office is Dr. John Cross.

**ARTICLE 9  
BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the board of directors (the "Board") of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors shall consist of at least three (3) persons. The number of directors may be increased or decreased pursuant to the Bylaws. The number of directors may not be decreased to less than three. Directors need not be residents of Florida. The current Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Address</u>
Dr. John Cross	13000 S. Tamiami Trail North Port, Florida 34287
Brent Black	PO Box 846 Placida, Florida 33946
Dan Botts	19234 Abhenry Circle Port Charlotte, Florida 33948
Roger Leep	3323 Lakeview Lane North Port, Florida 34287

**ARTICLE 10  
LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

## **ARTICLE 11 INDEMNIFICATION**

To the extent provided in the Bylaws, the Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification.

## **ARTICLE 12 CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

## **ARTICLE 13 ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consent by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

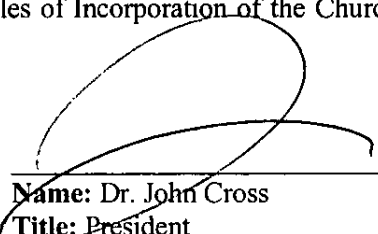
The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

## **ARTICLE 13 AMENDMENT**

These Articles may be amended by a vote of two-thirds (2/3) of the members of the Board of Directors.

I certify that I am the duly elected and acting president of South Biscayne Church, Inc., formerly known as South Biscayne Baptist Church, Inc. and that the foregoing Amended and Restated Articles of Incorporation were adopted at duly convened meetings of the Church for the purpose of amending and restating the Articles of Incorporation of the Church on the 13th day of June 2009 and the 14<sup>th</sup> day of June 2009.



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**Name:** Dr. John Cross  
**Title:** President