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Amend

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JAN 25 2010

AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
WESTMINSTER UNITED PRESBYTERIAN CHURCH, INC. OF ST. PETERSBURG
DOCUMENT NUMBER 731806

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WHEREAS, WESTMINSTER UNITED PRESBYTERIAN CHURCH is a church and a unit of the PRESBYTERY OF TAMPA BAY, (hereinafter referred to as the "PRESBYTERY"), a unit of the PRESBYTERIAN CHURCH (U.S.A.) (hereinafter referred to as "PCUSA"); and

WHEREAS, WESTMINSTER UNITED PRESBYTERIAN CHURCH, PRESBYTERY, PCUSA, and any civil agencies related to them are exempt organizations under § 501(c)(3) of the Internal Revenue Code; and

WHEREAS, the Form of Government of PCUSA provides for the incorporation of a corporation for the church to receive, hold, encumber, manage and transfer property and to facilitate the management of its civil affairs in such a manner as may be directed by its session from time to time and according to the Constitution of the PCUSA; and

WHEREAS WESTMINSTER UNITED PRESBYTERIAN CHURCH, INC. OF ST. PETERSBURG, was reincorporated with the Florida Division of Corporations as a not-for-profit corporation on February 6, 1975; and

WHEREAS WESTMINSTER UNITED PRESBYTERIAN CHURCH, INC. OF ST. PETERSBURG, desires to make changes to its Articles of Incorporation.

NOW THEREFORE, pursuant to Chapter 617 of the Florida Statutes, the Articles of Incorporation of WESTMINSTER UNITED PRESBYTERIAN CHURCH, INC. OF ST. PETERSBURG, are hereby amended as follows:

1. Article I is amended and replaced in its entirety as follows:

ARTICLE I. NAME

The name of the church Corporation is WESTMINSTER UNITED PRESBYTERIAN CHURCH, INC. OF ST. PETERSBURG.

2. Article II is amended and replaced in its entirety as follows:

ARTICLE II. PURPOSES AND POWERS

The purposes for which the Corporation exists and its powers, under the authority of the Session of the church and subject to the permission of the PRESBYTERY (or its successor or successors in interest), when required, are as follows:

- A. To operate and maintain a body corporate not for profit, but for religious purposes to promote the Christian faith and the doctrine and tenets of the PCUSA, to conduct a church according to the doctrine, discipline and worship as set forth in the Book of Order of the PCUSA, including any amendments thereto; to establish and conduct schools and other methods of propagating the gospel in the Christian faith; to plan for, organize and conduct such functions as will further the spiritual, moral and social welfare of its members and those in its community.
- B. To be the Corporation which the church aforesaid has caused to be formed, pursuant to the form of government of the PCUSA, to receive, hold, encumber, manage and transfer property and to facilitate the management of its civil affairs in such a manner as may be directed by its session from time to time and according to the Constitution of the PCUSA.
- C. To take, receive, hold administer and dispose of all land, tenements, rents, annuities, franchises, hereditaments, moneys, securities, income and property, real and personal, of any kind, which at any time or times heretofore has been or which at any time and from

time to time shall hereafter be given, granted, bargained, sold, released, devised, bequeathed, conveyed, transferred, assigned, set over or delivered by any person or persons, corporations, associations, trustees, foundations or other forms of organization, to the church or to this Corporation or to the predecessors of either, or to their use or to the use of any of them, or in trust for them or any of them, or to them or any of them for the support of any work, activity, purpose, project of interest of the church or its predecessors, in which property of any kind the church or this corporation or the predecessors of either have or are intended to have any legal or equitable interest, present or future, vested or contingent.

- D. To take over, administer, manage and supervise all civil affairs of the Church.
- E. To manage, supervise, control and direct, and to form, incorporate, terminate, dissolve or maintain a civil agency or corporation to carry out its purposes.
- F. To serve as an agency of the church, of the PRESBYTERY, and of the PCUSA in the presentation of the needs and work of the church.
- G. To exercise all the powers conferred by law upon corporations not for profit, to the extent that such powers are not in conflict with the purposes of the Corporation nor with the directions, policy or Constitution of the PCUSA, the PRESBYTERY or the church.
- H. To operate exclusively for such religious purposes as will qualify it as an exempt organization under § 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United States Internal Revenue Law ("Code").
- I. This corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income taxation under § 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

3. Article III is amended and replaced in its entirety as follows:

ARTICLE III. DISSOLUTION

If the church is formally dissolved by the PRESBYTERY, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or other cause resulting in the closure of the church, such property as the Corporation may have, both real and personal, shall be distributed to the PRESBYTERY, or its successor or successors in interest. If the PRESBYTERY or its successor is no longer in existence, all property, both real and personal, shall be distributed to PCUSA, and if it is no longer in existence, then all property, both real and personal, shall be distributed to one or more organizations which themselves are exempt as organizations described in §§ 501(c)(3) and 170(c)(2) of the Code.

4. Article IV is amended and replaced in its entirety as follows:

ARTICLE IV. TERM

The term of the Corporation shall be perpetual.

5. Article V is amended and replaced in its entirety as follows:

ARTICLE V. OFFICE AND AGENT

The registered office and initial principal office of the Corporation in the State of Florida will be located at 126 11th Ave. NE, St. Petersburg, FL 33701, and the mailing address is the same as the registered office. The registered agent of the Corporation in the State of Florida is Gail Zoya, whose address is 126 11th Ave. NE, St. Petersburg, FL 33701.

6. Article VI is amended and replaced in its entirety as follows:

ARTICLE VI. TRUSTEES

The management of the corporation shall be vested in a Board of Trustees of not less than three (3) Trustees, each of whom must be a Member of the Corporation. The Trustees shall

consist of those Members of the Corporation who are dually elected, installed, and are serving on the Session of WESTMINSTER UNITED PRESBYTERIAN CHURCH.

7. Article VII is amended and replaced in its entirety as follows:

ARTICLE VII. OFFICERS.

The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as may be elected by the Trustees from time to time. Each office, with the exception of the Secretary and the Treasurer, shall be held by a member of the Board of Trustees. The Secretary shall be that person serving as the Clerk of Session for WESTMINSTER UNITED PRESBYTERIAN CHURCH, and the Treasurer shall be that person serving as the Treasurer for WESTMINSTER UNITED PRESBYTERIAN CHURCH. Two or more offices may be held by the same person, except that the same person may not be President and Secretary simultaneously. The officers shall be elected by the Board of Trustees, and committees may be established, in accordance with the By-Laws of the Corporation and with the Form of Government of the PCUSA. The following persons are currently serving as officers and will continue to serve until the next election thereof:

<u>Name</u>	<u>Office</u>
Alan Hebdon	President
Paul Donelson	Vice President
Rosanna Balzano	Treasurer
Landis Braddock	Secretary

8. Article VIII is amended and replaced in its entirety as follows:

ARTICLE VIII. MEMBERS

The members of the Corporation shall be the active members of the church, WESTMINSTER UNITED PRESBYTERIAN CHURCH. Qualifications, admission,

termination and all other terms and conditions of membership shall be the same as those for active membership in the church, as they now or hereafter exist, in accordance with the Constitution of the PCUSA. The Members shall not be personally liable for the debts of the Corporation.

9. Article IX is amended and replaced in its entirety as follows:

ARTICLE IX. RELATIONSHIP TO DENOMINATION

This Corporation, as a civil agency of WESTMINSTER UNITED PRESBYTERIAN CHURCH, of St. Petersburg, Florida, which is a unit of the PRESBYTERY and of the PCUSA. As such, it is subject to the Constitution, Standing Rules, By-Laws, polity, order and policies of the PRESBYTERY and PCUSA, as well as any lawful successors to them by merger, consolidation or otherwise.

10. Article X is amended and replaced in its entirety as follows:

ARTICLE X. BY-LAWS

The By-Laws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by the Board of Trustees upon a majority vote of the Trustees attending a properly called meeting.

11. Article XI is added to read as follows:

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended by the act of two thirds (2/3) of the Members of the corporation present at a duly held meeting of the Membership of the corporation.

The date of the adoption of this Amendment is October 19, 2009, and the effective date is the date on which this amendment is filed with the Department of State, Division of Corporations.

This amendment was adopted by the members and the number of votes cast in favor of this amendment was sufficient for its approval, and all other conditions in the original articles of incorporation to their amendment have been followed and complied with.

Signed on this 10 day of January, 2010.

Westminster United Presbyterian Church, Inc.
of St. Petersburg

By: LB Braddock
Landis Braddock, its Secretary