

732789

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

February 23, 1999
99 FEB 25 AM 11:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: *First Baptist Church, Inc.*, Document No. 732789

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-02/25/99--01070--001
*****35.00 *****35.00

Dear Sir or Madam,

Enclosed please find a *Certificate Of Amendment And Restatement Of The Articles Of Incorporation of First Baptist Church, Inc.* Such is being submitted for filing. I am also enclosing a copy of such, so that a stamped copy may be returned me in the enclosed envelope. Also enclosed please find a check in the amount of \$35.00.

If you have any questions, please let me know. I thank you for your assistance in this matter.

Sincerely,

Leonard A. Barrow, Jr., Esq.
Leonard A. Barrow, Jr., Esquire

LAB/mb
enclosures

Amended & Restated Art.

VS MAR 1 1999

**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF THE
ARTICLES OF INCORPORATION
of
FIRST BAPTIST CHURCH, INC.**

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FIRST BAPTIST CHURCH, INC., a Florida corporation not for profit, (document number 732789), under its corporate seal and the hand of its President, CECIL S. JONES, and Secretary, A. KNOX GILLIS, hereby certify that:

The Board of Directors and the Members of the said corporation, at a special joint meeting called and held the 21st day of February, 1999, whereby the following resolution was adopted unanimously:

WHEREAS the original *Articles Of Incorporation* (Charter) was approved and Ordered into existence by the Circuit Court In And For Brevard County, Florida, on June 5, 1939;

WHEREAS a *Resolution* was approved and adopted on April 6, 1975, which amended the said *Articles Of Incorporation*;

BE IT RESOLVED by the Board of Directors and Members of the FIRST BAPTIST CHURCH, INC., a Florida corporation not for profit, that the said *Articles Of Incorporation*, as previously amended, be changed, altered and restated, effective this day, and upon filing with the Secretary of State of Florida, the *Articles Of Incorporation*, as previously amended, shall be amended in its entirety, and restating the same to read and thus, provide as follows:

Article I - NAME AND PRINCIPAL OFFICE

The name of the corporation is: FIRST BAPTIST CHURCH, INC.

The principal office and the mailing address of the Corporation shall be: 702 E. New Haven Avenue, Melbourne, FL 32901.

Article II - DURATION

This corporation shall exist perpetually.

Article III - PURPOSE

The general purpose of this corporation is to establish a Christian Church and ministry. The general nature shall be religious, charitable and educational, and as such shall have all the powers

incident to corporations not for profit, including, but not limited to, the right to own, operate, conduct and maintain broadcasting facilities and other communication media to promote the said objectives of the corporation.

Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under the subparagraphs under which the corporation qualifies as an exempt organization, of Section 501 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). At all times the corporation shall comply with the provisions of Chapter 617 of the Florida Statutes, and to the Internal Revenue Code, relating to private foundations.

Article IV - NON-STOCK CORPORATION

The corporation shall have no stock and no dividends shall be declared or paid.

Article V - DIRECTORS

The business and affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall be comprised of not less than five (5) individuals who must be Members of the corporation in good standing. The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the By-Laws. The names and addresses of the persons who are currently serving as Directors of the corporation until their successors are elected or appointed, are as follows:

CECIL S. JONES 1808 Pine Street Melbourne Beach, FL 32951	A. KNOX GILLIS 5275 Laguna Vista Dr. Melbourne, FL 32934	GENE MURPHY 2260 S. Front Street Melbourne, FL 32901
JACK P. ROBINSON 3393 Mazur Drive Melbourne, FL 32901	RAYMOND GOODSON 2075 D Avenue West Melbourne, FL 32904	STEVE WHERRY 1217 Elcon Drive Melbourne, FL 32904
JOHN GOODSON 390 Franklyn Avenue Indialantic, FL 32903	ROBERT TINSLEY 3465 Shady Run Road Melbourne, FL 32934	

Article VI - OFFICERS

The corporation shall have the following Officers: President, Vice President, Secretary and Treasurer. An individual may hold more than one office. The corporation shall reserve the right to have such additional Officers as necessary for governing or for the conduction of its affairs, as may be provided for by the By-Laws of the corporation. The method of election and term of office, removal and filling of vacancies of all Officers shall be as set forth in the By-Laws.

The names and addresses of the persons who are currently serving as Officers of the corporation until their successors are elected or appointed, are as follows:

President:	Vice-President:	Secretary:
CECIL S. JONES	STEVE WHERRY	A. KNOX GILLIS
1808 Pine Street	1217 Elcon Drive	5275 Laguna Vista Drive
Melbourne Beach, FL 32951	Melbourne, FL 32904	Melbourne, FL 32934

Treasurer:
JACK P. ROBINSON
3393 Mazur Drive
Melbourne, FL 32901

Article VII - AMENDMENTS

These Articles Of Incorporation may be amended upon the majority vote of the Members of the corporation, in a manner in accordance with the By-Laws of the corporation.

No amendment shall be effective until filed with the office of the Secretary of State of Florida, nor shall any amendment be effective which impairs the ability of the corporation to qualify as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code.

Article VIII - MEMBERSHIP

Membership in this corporation shall be predicated upon the applicant's genuine desire to further the stated purposes of this corporation. The qualifications for and other matters affecting membership in the corporation shall be as regulated by the By-Laws, as the same may be amended from time to time.

Article IX - BY-LAWS

The By-Laws of the corporation shall be made, altered or rescinded upon the majority vote of the Members of the corporation, in a manner in accordance with the By-Laws of the corporation.

Article X - REGISTERED OFFICE AND AGENT

CECIL S. JONES, whose address is: 1808 Pine Street, Melbourne Beach, FL 32951, is hereby appointed the registered agent of the corporation and the registered office shall be at: 702 E. New Haven Avenue, Melbourne, FL 32901.

Article XI - DISTRIBUTION OF ASSETS UPON DISSOLUTION

This corporation is not organized for a pecuniary profit, and is intended to qualify as tax exempt under Internal Revenue Code §501(c)(3). It shall not have the power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any director or individual. In the event of dissolution, the residual assets of the organization shall be distributed to such organization as is selected by the Board of Directors from among organizations qualifying under the same sub-section (as indicated above, or as actually determined by the Internal Revenue Service) of the Internal Revenue Code as this corporation.

Article XII - VOTING

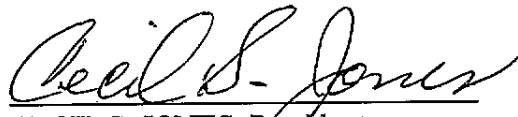
Members are also entitled to vote in the additional following circumstances:

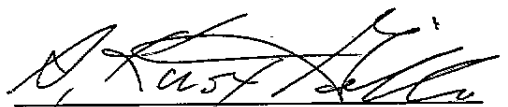
- a. To resolve a deadlock or tie vote of the Board of Directors;
- b. Under such terms and conditions as are established in the By-Laws of the corporation;
- c. Or upon certification of any issue or question by the Board of Directors to the Members.

Voting shall be by one (1) vote per member as to each matter submitted to such vote.

{execution page follows}

IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment and Restatement to be filed in its name by its President, Secretary and the Corporate Seal to be affixed hereunto this 23 day of February, 1999.


CECIL S. JONES, President


A. KNOX GILLIS, Secretary

STATE OF FLORIDA:
COUNTY OF BREVARD:

CECIL S. JONES, as President, personally appeared before me this day, who produced a Personally Known, as identification, and A. KNOX GILLIS, as Secretary, personally appeared before me this day, who produced a Personally Known, as identification, and who each have acknowledged that the foregoing is true and correct according to the very best of each of their knowledge, information and belief.

SWORN TO and subscribed before me this 23rd day of February, 1999.


Notary Public -- State of Florida

