

735403

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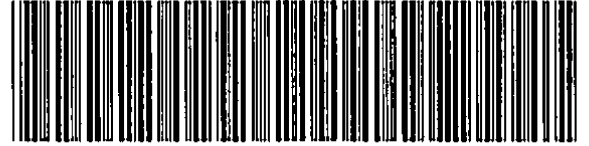
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2019 MAY 28 PM 2:24
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C. GOLDEN

MAY 30 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CENTERPOINT CHURCH, INC.

DOCUMENT NUMBER: 735403

The enclosed ~~Articles of Amendment~~ and fee are submitted for filing.

AMENDED AND RESTATED ARTICLES of INCORPORATION.

Please return all correspondence concerning this matter to the following:

JONATHAN CORREA

(Name of Contact Person)

(Firm/ Company)

1801 S. MILLER ROAD

(Address)

VALRICO, FL 33596

(City/ State and Zip Code)

jcorrea@centerpointfl.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DAVE GOWSEN

(Name of Contact Person)

at

813-689-1906

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed) |
|------------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 8, 2019

JONATHAN CORREA
1801 S. MILLER ROAD
VALRICO, FL 33596

SUBJECT: CENTERPOINT CHURCH, INC.
Ref. Number: 735403

We have received your document and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation").

The registered agent must sign accepting the designation.

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) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 319A00009272

RECEIVED
2019 MAY 28 PM 2:13
TALLAHASSEE, FL
6050 245-6050

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CENTERPOINT CHURCH, INC.**

FILED

2019 MAY 28 PM 2: 24

Centerpoint Church, Inc. hereby adopts the following Certificate of Incorporation for such Corporation pursuant to the provisions of the Florida General Corporation Act.

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

ARTICLE 1

Centerpoint Church

The name of the Corporation is Centerpoint Church, Inc. The name under which the Corporation was originally incorporated was Bethel Baptist Church, Inc. The date of its original certificate of incorporation was 1976. The Corporation hereby adopts the restated certificate of incorporation and all previous amendments thereto are hereby deleted in their entirety and amended and restated as set forth herein.

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").

This Corporation does not have the authority to issue capital stock. This Corporation is not for profit, and as such, the Corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

ARTICLE 3

Duration

The period of the Corporation's duration is perpetual.

ARTICLE 4

Purposes And Limitations

4.01 Purposes

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 lead people into a relationship with Jesus Christ to grow through serving, connecting and reaching.
- (b) To promote the Christian religion by any appropriate form of expression that is in alignment with the doctrinal position of Centerpoint Church as determined by the elder team, within any available medium, and in any location, through the Corporation's combined or separate formation, of a church, ministry, charity, school, or charitable institution, without limitation.
- (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.
- (e) To employ and discharge ministers of the Gospel, and others, to conduct and carry on services at the place of worship of the Corporation, and elsewhere.
- (f) To handle affairs pertaining to property and other temporal matters as required by the civil authorities.
- (g) To educate the body of Christ through any and all educational means deemed appropriate.
- (h) 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.

4.02 Limitations

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. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, 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 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.
- (d) 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 Elder Team 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 5

Powers

Except as otherwise provided in this Certificate, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

ARTICLE 6

Affiliation

The Church is non-denominational and is pledged to work in harmony with other programs, policies and institutions of like faith as deemed appropriate by the Elder Team.

ARTICLE 7

Membership

The Corporation shall have one class of membership, which shall be hereinafter referred to as partnership. The partners shall only have the rights and duties as set forth in the Corporation's Bylaws.

ARTICLE 8

Registered Office and Agent

The street address of the Church is 1801 South Miller Rd., Valrico, FL 33596. The street address of the registered office of the Corporation is 1801 South Miller Rd., Valrico, FL 33596. The name of the registered agent at this office is Dale Golden.

ARTICLE 9

Elder Team

Plenary power to manage and govern the affairs of the Corporation is vested in the Elder Team of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Elder Team of the Corporation shall be provided in the Bylaws. The Elder Team shall consist of the Lead Pastor and, until changed by amendment of this Certificate of Incorporation or by Bylaws duly adopted by the Church, such number of additional Elders as may, from time to time, be appointed pursuant to the Bylaws. The number of Elders may not be decreased to less than five (5).

ARTICLE 10

Limitation On Liability Of Elder Team

An Elder is not liable to the Corporation or partners for monetary damages for an act or omission in the Elder's capacity as Elder 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 elder 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 consents by the number of Elders 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 Elders is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 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, electronic or similar transmission by an Elder, or photographic, facsimile, electronic or similar reproduction of a signed writing is to be regarded as being signed by the Elder.

The date of each amendment(s) adoption: April 19, 2019, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

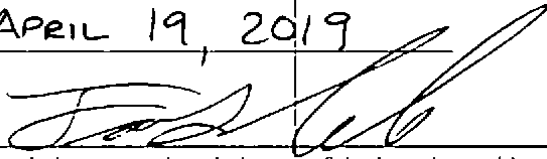
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated April 19, 2019

Signature


(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JAMES CARDOSO

(Typed or printed name of person signing)

ELDER / CORPORATE SECRETARY

(Title of person signing)