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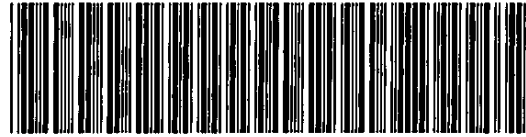
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P.s 2/23/07
Amended

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Frostproof Gospel Church, Inc.

DOCUMENT NUMBER: #736029

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

Please return all correspondence concerning this matter to the following:

Mr. George P. John, Chairman

(Name of Contact Person)

Frostproof Gospel Church, Inc.

(Firm/ Company)

185 Marion Place

(Address)

Frostproof , FL 33843

(City/ State and Zip Code)

For further information concerning this matter, please call:

Anthony Sackett at (863) 635 5414
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 FEB 22 PM 12:46

Articles of Amendment
to
Articles of Incorporation
of

Frostproof Gospel Church, Inc.
(Name of corporation as currently filed with the Florida Dept. of State)

Doc. #736029
(Document Number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article II. Purpose

Article III. Qualifications of members

Article V. Names & addresses of the subscribers to these Articles

Article VI. Board of Directors

Article VII. Management, Duties & Responsibilities of Board of Directors

Article IX. By-Laws

Article X. Amendnents

Article XI. Property

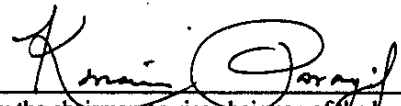
(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: 10/28/06

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

Adoption of Amendment(s) (CHECK ONE)

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

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.)

KURIAN PARAYIL
(Typed or printed name of person signing)

VICE CHAIRMAN.
(Title of person signing)

FILING FEE: \$35

Articles of Incorporation
FROSTPROOF GOSPEL CHURCH, INC.

Articles of Amendment

These Articles of Amendment apply to and modify the articles of incorporation of Frostproof Gospel Church, Inc. filed with the state of Florida on November 24, 1995.

Charter number 736029, approved by the Secretary of State of that date.

Article I. Name, Location, Fiscal Year

Section A. Name – Frostproof Gospel Church, Inc.

Section B. Location – 185 Marion Place, Frostproof, Florida 33843

Section C. Fiscal Year – The Fiscal Year of the corporation shall end on June 30 each year.

Article II. Purpose (Amended)

Section A. The purpose and general nature of this corporation shall be to promote and advance the cause of Jesus Christ, as an independent entity under the name designated in Article 1 above.

Section B. The corporation is formed for the purpose of supporting churches gathered in the name of Lord Jesus Christ by leasing and renting the land and property under its control, conducting camps for children, holding periodic retreats and conferences for all age groups, constructing a community of retirement homes and extended care and/or other health care facilities.

Section C. To build facilities for feeding, housing and entertaining permanent as well as temporary residents, their guests and visitors.

Section D. To provide physical Maintenance of property used by Frostproof Bible Chapel, located within Shepherd Christian Community.

Article III. Qualifications of members. (Amended)

Section A. Members shall be an owner of land or property in the community hereto known as "Shepherd Christian Community." (This includes the 13 original buyers of Shepherd Christian Community who bought the property on October 31, 2004)/

Section B. A member must be a Christian believer who is in fellowship with a local church generally known as a Brethren Assembly.

Article IV. Term of Existence (unchanged)

This corporation is to exist perpetually.

Article V (Amended)

The names and addresses of the subscribers to these Articles are:

John Chacko	42576 Saddle Ln, Sterling Hts. MI 48314
Jacob George	4212 Crest Ridge Dr., Irving, TX 75061
George P. John	1303 Bentley Dr., Carrollton, Texas
John Jacob Maniyatte	2 Snyder Dr., Beacon Falls, CT 06403
M.S. Mathew	2, Secor Glen Road, Hartsdale, NY 10530
Kurian Parayil	470 W. Hwy 96, Shoreview, MN 55126
James E. Poulouse	1379 Glenwood Road, Kernersville, NC 27284
P. Joseph Raju	13939 Wales Court, Sterling Hts. Mi 48312
Jebby K. Tommy	47668 Whipporwill Dr. Macomb Twp, MI 48044
A.C. Thomas	2 Bradford Blvd., Frostproof, FL 33843
Mathen Varughese	1734 Woodbow Path, Dacula, GA 30019
Iype Mathew	23 Doris Dr., Monroe, CT 06468
Robert Delabruere	4, Bradford Blvd, Frostproof, FL 33843

Article VI. Board of Directors (Amended)

Section A - General Powers and Duties: The property, business and affairs of the corporation shall be managed by or under the direction of FGC Board of Directors who will be governed by the Articles of Incorporation and the by-laws.

Section B - Number and Term of Office. The number of directors of the corporation shall be, not less than Five (5) nor more than fifteen (15). The term of each Director is 3 years and may be re-elected for consecutive terms. Each Director shall hold office until the election of the board of directors held next after his election and until his successor shall have been duly elected and qualified or until his death, resignation or removal.

Section C - Qualifications of Directors. Directors shall be of high spiritual and moral character, in active fellowship in a local assembly, and/or member of Shepherd Christian Community, and/or one of the "13 investors" who purchased the property on October 31, 2004.

Section D - Election of Directors. Directors shall be selected and appointed by the Board of directors.

Section E - Removal of Directors. Any Director may be removed by a vote of two-thirds (2/3) of the Directors whenever in their judgment, the best interests of the corporation will be served thereby.

Section F - Resignations. Any Director may resign at any time by giving a written notice to the Chairman of the Board. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section G - Vacancies. Any vacancy occurring in the Board of Directors and the future increase of Board of Directorship may be filled by the Board of Directors. Each Director so elected or appointed to fill a vacancy shall hold office for the unexpired term of his predecessor, and each Director so elected or appointed by reason of an increase in the number of Directors shall be elected or appointed to hold office until the election of the Board of Directors held next after his election or until his successor shall have been duly elected and qualified, or until his death, resignation or removal.

Section H - Compensation. All directors shall serve without compensation.

Section I - Restriction Regarding the Qualification of Board of Directors. Notwithstanding any other provision of these by-laws, 2/3 of the Board of Directors should be selected from the 13 original buyers of Shepherd Christian Community on October 31, 2004 or a qualifying person designated by them in writing upon their removal or resignation or death.

Section J - Regular Meetings. The regular annual meetings of the Directors shall be held at such time and place as shall be determined by the Board of Directors for the purpose of transacting all the businesses of the corporation as may come before the meeting. If no determination of place is made, the place of meeting shall be at the principal office of the corporation. The secretary will send a written notice to all the Directors at least 3 weeks in advance before the actual conducting of such meetings within or without the state of Florida.

Section K - Special Meeting. Special meetings of the Board of Directors may be held at any time at the call of the Chairman or at the request in writing signed by not less than one-third of the Directors. Special meetings of the Board of Directors may be held at such place, either within or without the State of Florida, as shall be specified or fixed in the call for such meeting or notice thereof.

Notice of each special meeting shall be mailed by the Secretary to each Director, addressed to him at his residence or usual place of business, at least fifteen days before the day on which the meeting is to be held.

Section L - Quorum and manner of acting. A simple majority of the total number of existing Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn the meeting and postpone to a certain and the Secretary shall give all absent Directors 10 days notice of such postponed meeting. The act of a simple majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section M - Informal Action by Directors. Any action required to be taken, at a meeting of the Directors, may be taken without a meeting, if a consent in writing, setting for the action so taken, shall be signed by all the Directors then in office. Such consent shall have the same force and effect as a unanimous vote of all the Directors.

Section N - Participation in Meetings by Conference Telephone. Members of the Board of Directors may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Article VII – MANAGEMENT, DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS

(Amended)

Business Affairs of this corporation will be managed by the office bearers who shall consist of a Chairman of the Board, Vice Chairman of the Board, a Secretary, a Treasurer and an Assistant Treasurer under the direction of the board of directors. The general oversight and guidance of the Frostproof Bible Chapel (FBC) also be by the Board of Directors. However, all the spiritual oversight and guidance of the FBC will be by the recognized Elders of the church.

Section A – Chairman. Board of Directors will elect the Chairman of the Board during the regular board meeting by a majority vote of the Board of Directors present. The term of the office is for 3 years and may be re-elected for consecutive terms.

The Chairman shall preside at all meetings of the Board of Directors, shall have general and active management of the business of the corporation, shall have power to accept and receive donations, gifts, devises and bequests made to the corporation subject to the approval of the board of directors and to give receipts and a quittances thereof, shall see that all orders and resolutions of the Board of directors are carried into effect, and shall execute all bonds, mortgages, and other contracts requiring a seal under the seal of the corporation. In general, the Chairman of the board shall perform all duties and may exercise all rights as are incident to the office of the presiding officer of the corporation, and such other duties as may from time to time be prescribed by the Board of Directors and/or the By-Laws.

Section B - Vice Chairman. Board of Directors will elect the Vice Chairman of the Board during the regular board meetings by a majority vote of the Board of Directors present. The term of the office is for 3 years and may be re-elected for consecutive terms.

The Vice Chairman shall have all the powers and perform all the duties of the Chairman in the absence or incapacity of the Chairman. The Vice Chairman shall have such other duties as may from time to time be prescribed by the Chairman, the Board of Directors and/or the By-Laws.

Section C – Secretary. Board of Directors will elect the Secretary during the regular board meetings by a majority vote of the Board of Directors present. The term of the office is for 3 years and may be re-elected for consecutive terms.

The Secretary shall keep full minutes of all meetings of the Board of Directors. The Secretary shall attend the meetings of the Board of Directors and shall act as clerk thereof and record all the acts and votes and the minutes of all proceedings and kept in record.

The secretary shall see that all notices are duly given in accordance with the provisions of the By-Laws or as required by the law, and shall perform such other duties as may be assigned to such office. The secretary shall have custody of and properly keep all the records of the corporation. If the Secretary is absent from a meeting of the Board, the Chairman shall appoint an Assistant Secretary to record the minutes of the meeting.

Section D – Treasurer. Board of Directors will elect the Treasurer during the regular board meetings by a majority vote of the Board of Directors present. The term of the office is for 3 years and may be re-elected for consecutive terms.

The Treasurer shall keep full and correct account of receipts and disbursements in the books belonging to the corporation, and shall deposit all moneys and other valuable effects to the credit of the corporation in such banks of deposit as may be designated by the Board of Directors. The Treasurer shall invest the funds of the corporation for the account of the corporation in such a manner as the Board of Directors shall determine. The Treasurer shall dispose of, or direct agents authorized by the Board of Directors to dispose of, funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairman and the Board of Directors, whenever they may so require, an account of all the transactions conducted as Treasurer and of the financial condition of the corporation. The Treasurer shall keep and maintain adequate and correct accounts of the corporation, properties and business transactions, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall prepare the financial statements and any required reports.

Section E - Assistant Treasurer. Board of Directors will elect the Assistant Treasurer during the regular board meetings by a majority vote of the Board of Directors present. The term of the office is for 3 years and may be re-elected for consecutive terms.

The Assistant Treasurer shall perform the duties and exercise the powers of the Treasurer in the absence or incapacity of the Treasurer.

Section F - Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation, appointed by the Board of Directors, subject to the control and direction of the Board of Directors, shall supervise and administer the affairs of the corporation. The Executive Director shall execute such instruments which may from time to time be authorized by the Board of Directors. The Salary of the Executive Director as an employee of the corporation shall be fixed

from time to time by resolution of the Board of Directors. The Executive Director shall serve at the pleasure of the Chairman and the Board of Directors.

Section G - Resignations. Any office may resign at any time by giving written notice to the Board of Directors or the Chairman or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section H - Removal. Any officer may be removed by a simple majority of the Board of Directors present at a regular meeting of the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed.

Section I - Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of this article.

Section J - Attendance. All the Board of Directors must attend at least one board meeting during the Fiscal year. Excuse from any regular meeting must be in writing addressed to the Chairman and the Secretary must keep the record of such excuses. Representation or vote by proxy is not allowed under any circumstances.

Section K – Committees. The board may appoint committees such as "finance committee", "advertisement/volunteer work committee" etc. or any other committee as needed. These committees shall include at least one board member and other residents of the Shepherd Christian Community. Their term shall be one year.

ARTICLE VIII –CONTRACTS, BANKING, GIFTS AND LOANS

Section A - Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract and to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances or transactions.

Section B. Financial Authorization. The board of Directors may authorize any officer or officers or agent or agents of the Corporation to issue checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, and in such manner as shall be determined by resolution of the Board of Directors.

Section C - Deposits and Investments. All funds of the corporation shall be deposited to the Credit of the Corporation in such banks, trust companies or other depositories, or invested for the account of the corporation in such manner as the Board of Directors may determine from time to time.

Section D - Gifts. The Board of Directors or any officer may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

Section E - Loans. No officer or Director shall be authorized to obtain loans on behalf of the corporation without the approval of the Board of Directors.

ARTICLE IX - BY-LAWS (Amended)

The Board of Directors of the Corporation shall provide such By-Laws for the conduct of its business and carrying out of its purpose as may be necessary from time to time. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of not less than five (5) members of the Board of Directors. Such vote to be taken at any regular meeting or special meeting called for that purpose.

ARTICLE X - AMENDMENTS (Amended)

These articles of Incorporation may be amended at any Board Directors meeting upon given notice for the purpose of considering amendments to the Articles of Incorporation, and such amendments shall become effective upon a favorable vote of majority of Directors present provided a quorum is met. All such amendments shall be duly processed and filed with the Secretary of State of Florida and, if necessary, with the Office of the District Director, Internal Revenue Service, Department of Treasury.

ARTICLE XI – PROPERTY (Amended)

Section A. This corporation is formed without capital stock and no pecuniary benefit shall ever be derived hereunder and no profit made by this corporation or any of its members. All rights, title or interest of each member of this corporation in the estate, property privileges or franchises belonging to this corporation shall cease when such member ceases to be a Director or Officer of Frost Proof Gospel Church, Inc.

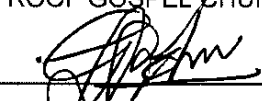
Section B - Dissolution. Upon dissolution, all assets of the corporation then remaining after payments of all costs and expenses of such dissolution shall be distributed to charitable and benevolent organizations preferably from Brethren Assembly ministries which have qualified for exemption under Section 501 © (3) of the Internal Revenue Code or any amendments thereof, or to the Federal Government or to a State or local government for public purposes only and none of such assets upon dissolution shall be distributed to any member, officer or Director of this corporation.

END OF AMMENDMENTS

IN WITNESS WHEREOF, the foregoing amendments to the Articles of Incorporation, set forth above, were adopted on the 28 day of oct 2006 by virtue of the Florida Statute 617.02 and by a majority of the members of Corporation in accordance with Article X of the Article of Incorporation.

IN WITNESS WHEREOF, THE UNDERSIGNED HAVE HEREUNTO SUBSCRIBED THEIR NAMES AND AFFIXED THEIR SIGNATURES ON THIS 28th DAY OF OCTOBER 2006.

FROSTPROOF GOSPEL CHURCH, INC.

 George P. John, Chairman

 P. Joseph Raju, Secretary

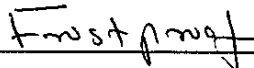
 John M. Chacko, Treasurer

STATE OF FLORIDA

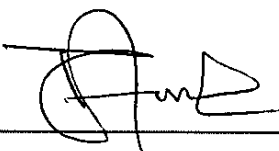
COUNTY OF POLK

I HEREBY certify that on this, the 28 th day of October 2006

Before me, the undersigned authority, personally appeared before me the above named individuals who executed the foregoing Articles of Incorporation and who acknowledged execution thereof to be his free act and deed for the uses and purposes therein expressed.

WITNESS my hand and official seal at 

Florida, the day and year first above written.



(Notary Public)

P. RAJU
NOTARY PUBLIC MACOMB CO., MI
MY COMMISSION EXPIRES JUN 10, 2007
ACTING IN WILLYNE COUNTY, MI

My Commission Expires: 7/10/2007