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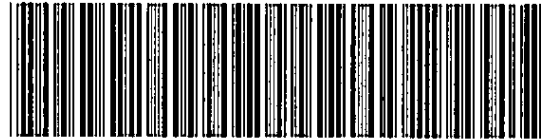
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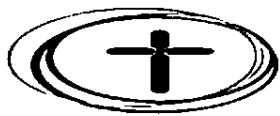
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Shenandoah
A COMMUNITY OF GODS GRACE

Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32314
ATTENTION: Amendment Section

RE: NAME OF CORPORATION: Shenandoah Baptist Church Incorporated

DOCUMENT NUMBER: 736370

TO: Amendment Section, Division of Corporations

Dear Sir/Madam:

Enclosed herewith are the **Amended Articles of Incorporation** for the below referenced entity together with the filing fee.

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

Please return all correspondence concerning this matter to the following:

Name of Contact Person: Martin Boelens

Shenandoah Baptist Church
7308 Pershing Avenue
Orlando, Florida 32822

E-mail address: finance@sbcorlando.com

For further information concerning this matter, please call: Martin Boelens at (407) 273-2211.

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

☐ \$35 Filing Fee

Thanking you for your assistance, I remain

Sincerely,

Martin Boelens, Director

7308 Pershing Avenue, Orlando, Florida 32822
WEB: sbcorlando.com

Phone: (407) 273-2211
Email: shenandoah@sbcorlando.com

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**AMENDED AND RESTATED
ARTICLES OF INCORPROATION
OF
SHENANDOAH BAPTIST CHURCH, INCORPORATED**

Pursuant to the provisions of section 617.1007, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment(s) to its Articles of Incorporation replacing its prior Articles in their entirety with the following:

PREAMBLE

This Church is first and foremost an ecclesiastical body, a local body of the Church of Jesus Christ. It is a body of believers governed by the authority of Christ by the Word of God, the Bible.

Second, this Church is a nonprofit corporation governed by the laws of the State of Florida and the laws of the United States of America. We have Articles of Incorporation and Bylaws that define our Church as a nonprofit corporation that has a legal relationship with the State of Florida and the United States of America. At no point do the laws of Florida or the United States or any civil magistrate take precedence over the only infallible rule of faith and practice, which is the Bible. However, we seek, under the guidance of Scripture (Romans 13:1), to be in subjection to the civil magistrate and to be in conformity with the laws of our city, state, and nation insofar as it is practicable for us to do so.

Accordingly, these will serve as a civil document that will guide our church to operate as a nonprofit corporation in accordance with the Florida Nonprofit Corporation Act, Chapter 617, Florida Statutes, as amended (the "Act").

**ARTICLE I
NAME**

This nonprofit corporation shall do business as "Shenandoah Baptist Church, Incorporated." Whenever it is desirable to abbreviate the name of this corporation, reasonable portions may be used. Acceptable abbreviations are: "Shenandoah", "Shenandoah Church" or "Shenandoah, LIVE DIFFERENT". This corporation may be further referred to in this document as "the Church" or "the corporation."

ARTICLE II PRINCIPLE OFFICE

The Church maintains its principal office at 7308 Pershing Avenue, Orlando, Florida 32822. The Board of Directors shall have authority to change the location of the principal office. Any change of this location shall be recorded as required by law.

ARTICLE III EXISTENCE

This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE IV PURPOSES

This corporation's primary purpose is to reach people with the Christian Gospel message and to disciple Christian believers by and through as many methods and means as possible (including by conducting public worship; conduct of missions activities; educational activities, creation, sale, and distribution of Christian media; conduct of Christian events; and other related activities) so as to maximize the number of people who may be reached and disciplined for the glory of Almighty God.

In addition to its primary purpose, the church has the following additional purposes:

- Fostering an appreciation for and participation in the performing arts, recognizing that the arts are a gift from Almighty God;
- Serving the needs of the poor, the needy, the outcast, the sick, the widowed, and the elderly;
- Fostering adequate education among both the young and the old. Such purposes include without limitation, the authority to operate churches, schools, pastoriums, and other institutions connected therewith of a religious, educational, charitable and benevolent character; and
- Conducting other activities in keeping with the Great Commission.

Believing in the Bible as the God-inspired, inerrant and infallible Word of God and as the sole authority for faith and practice, and in submission to the Lordship of Jesus Christ, the above stated purposes shall include the following principles and objectives:

- A. The foundation of this church is the Lord Jesus Christ (1 Corinthians 3:11), and its code of guidance in all its affairs is the Bible. We affirm that the Holy Scriptures of the Old and New Testaments are the Word of God (Mark 13:31).
- B. The object of this church shall be to worship God according to His Word, to be

a local church of our Lord Jesus Christ consistent with the Bible, practicing the ordinances of the Lord's Supper and Believer's Baptism, teaching all that is contained in the Holy Scriptures, to preach the gospel and to propagate the Christian faith among all peoples: the Gospel of Salvation, which is by personal faith in Jesus Christ as Savior and Lord.

- C. We exist to glorify God in worship (John 4:23), strengthen believers in Christian nurture and instruction (1 Corinthians 14:26, 2 Peter 3:18), and spread the gospel by evangelism, by missions, adorned with loving deeds (1 Peter 2:9, 3:15; Matthew 28:18-20; 5:16).
- D. The Church has authority to license, ordain, and commission ministers, Christian workers and missionaries for the benefit of its own members and others worldwide.

2. **IRS 501(C)(3) COMPLIANCE:**

- E. No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- F. No substantial part of the activities of the organization shall be the carrying on of political propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- G. Without limiting the Church's God-given or Constitutionally protected rights, and notwithstanding any other provision of this document, the Church shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V STATEMENT OF FAITH

The Bible is the God-breathed, inerrant, infallible Word of God and is the only authority for our faith practice. A succinct statement of the beliefs of this church is that found in "**THE BAPTIST FAITH AND MESSAGE**," a statement adopted by the Southern Baptist Convention, June 14, 2000. All civil and ecclesiastical members of the Church must

affirm our doctrines of Faith as expressed in our By-Laws or elsewhere in the corporate documents of the Church.

ARTICLE VI AFFILIATION

This church is self-governing and independent of any denominational control by the authority that God has given the church acting through its faithful membership. Recognizing, however, the benefits of cooperation with other churches to assist us in ministering and spreading the gospel locally, nationally and worldwide, this Church voluntarily affiliates with the Southern Baptist Convention, the Florida Baptist Convention, and the Greater Orlando Baptist Association.

ARTICLE VII CHURCH ORGANIZATION AND GOVERNMENT

- I. **General.** As set forth in the **BYLAWS**, the Church shall be a congregational church, not subject to the control or jurisdiction of any ecclesiastical body or organization.
- II. **Governance.** The government of the Church is established and headed by Jesus Christ, who is the head of the church. The Church is first and foremost an ecclesiastical body of believers, the supreme governing document of which is the Bible. The Church is secondarily a civil corporation, the governance of which is established by its Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws, however, are subordinate to the Bible and must be interpreted in light of the Scriptures. Except as provided by Law or in these Articles, the Church Bylaws shall govern the organization and governance of the Church as a civil corporation.
- III. **Members.** This corporation shall have no stock and be composed of members only.

A. Civil Membership

1. **Powers and Purpose of Civil Members.** The Board of Directors shall serve as the civil members of the Church and have all corporate powers as outlined for members in the Florida Nonprofit Corporation Act, Chapter 617, Florida Statutes, as amended from time to time (the "Act"), and subject to the provisions and limitations of the Act and any limitations in the Articles of Incorporation and the Bylaws. Except for those powers reserved for Executive Elders herein or in the BYLAWS, the Board of Directors shall have the power to determine all business issues regarding the Church, including, but not limited to:
 - a) Establish policies and procedures necessary to govern the affairs of the organization in consonance with the laws and regulations described in Section 501 (c) (3) of the Internal Revenue Code.

- b) Affirm and recommend to the ecclesiastical members for a vote of the annual operating and capital budgets. Upon agreement of both the Executive Elder Team and the Board of Directors, the Board of Directors may make adjustments to the approved annual budgets that are deemed reasonable and necessary for the continued ongoing operation of the church.
 - c) Approval of the annual salary and benefits of the Lead Elder.
 - d) Affirm and recommend the candidate of Lead Elder to the ecclesiastical members when the Lead Elder position is vacant.
 - e) Affirm and recommend to the ecclesiastical members for a vote on the purchase, management and sale of all land, buildings or other major assets for use by the Church, and the construction of new buildings and major renovations of existing buildings.
 - f) Borrow money and make and issue bonds, notes, contracts and other evidence of indebtedness therefore and, by the proper resolution duly adopted by a two-thirds vote of the Board of Directors.
 - g) Apply for and aid in the processing of all applications for patents and copyrights; receive or purchase patents and copyrights, inventions, processes and discoveries; hold, manage, use and develop the same; sell, license or otherwise dispose of the same; and collect royalties thereon.
 - h) All funds of the Church shall be deposited in the Church's name in an institution or institutions determined by the Board of Directors.
 - i) Execute contracts and any other document that may be required on behalf of the Church except requiring indebtedness by extended terms.
2. **Size.** The size of the Board of Directors shall be no less than three people and no more than eight people, the specific number to be established from time to time by the Executive Elder Team. In the event of a vacancy on the Board of Directors, the remaining Directors, even if less than a quorum, may by majority vote elect a successor for each vacancy to fill the unexpired term.
3. **Composition.** The initial Board of Directors of the Church are listed below as the Directors. Once the Church has grown to such size and membership that allows for growth in the leadership team of the Church, the Directors shall implement a plan to implement the following at which time, the Board of Directors shall consist of:

- a) The Lead Elder.
- b) Executive Elders—two to seven Elders elected by the Lead Elder to serve as Executive Elders. The term “Executive Elders” is a descriptive term with respect to function and not rank or position. Executive Elders are “Elders” of the Church as defined by Scripture and Church tradition who also function with a dual role as a “Director” as that term is defined in the Florida Not-for-Profit Act and commonly used in corporate law.
- c) Elected Directors—three to eight members recommended by the Executive Elder Team and affirmed by the ecclesiastical members by a majority vote.

The above composition shall be subject to the following additional requirements:

- A. At least two of the Elected Directors (church growth permitting) shall be financially independent from the Church, that is, neither he/she nor any member of his/her immediate family shall be an employee or independent contractor with respect to the Church.
 - B. The number of Elected Directors (church growth permitting) shall be at least one more than the number of Executive Elders.
4. **Terms of Office.** The Elected Directors will serve for a term of one (1) years and may succeed themselves in office. The term of office for each Elected Director shall begin on February 1. Each member shall hold office until his successor is elected and qualified. The Executive Elder Team shall be permanent members of the Board of Directors.
 5. **Resignation.** Any Director may resign at any time by delivering notice to the Lead Elder, or by giving oral or written notice at any meeting of the Board of Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
 6. **Removal.** At a meeting of the Board of Directors called expressly for that purpose and at which a quorum is present, one or more Elected Directors may be removed from office, with or without cause, by the two-thirds vote of Board of Directors. A Director shall not be entitled to vote on the issue of his/her own removal. In addition, a director may be removed from the Board of Directors by the Lead Elder, with or without cause.
 7. **Officers.** Except as otherwise provided herein, the Board of Directors may appoint and remove officers of the Church similar to officers of other corporations, which may include a president, one or more vice presidents

and assistant vice presidents, a secretary and one or more assistant secretaries, and a treasurer and one or more assistant treasurers.

- a) **President.** The Lead Elder shall serve as the President of the Corporation. This position is a permanent position that exists as part and parcel with that of the position of Lead Elder. Hence, only the Lead Elder may hold this position.
- b) **Vice-President.** The Vice-President will serve the role of President during the absence of the President. The Lead Elder shall appoint a member of the Executive Elder Team to serve as Vice President for purposes of the Florida Nonprofit Corporation Act.
- c) **Secretary/Treasurer.** This Office may be held by a single individual or may be separated into two positions as the Lead Elder shall determine
- d) **Such other Offices as the Directors deem prudent from time to time.**
- e) **Duties of Officers.** Unless otherwise stated, an officer shall have the duties typically assigned to such office or as otherwise assigned by the Board of Directors. Any number of offices may be held by the same individual.

8. Initial Board of Directors and Officers:

Name of Director	Title	Street Address	City/State/Zip
Steve Rymer	Director, Lead Elder, President	7308 Pershing Ave.	Orlando, FL 32822
Tom Dowling	Director, Vice-President, Secretary	7308 Pershing Ave	Orlando, FL 32822
Martin Boelens	Director, Treasurer	7308 Pershing Ave	Orlando, FL 32822

II. The Executive Elder Team

1. **ELDERS.** The leaders of the church are referred to as "elders" (*presbuteroi*, Acts 20:17; 1 Tim. 5:17), "overseers" (*episkopoi*, Acts 20:28; Phil. 1:1), "leaders" (*proistamenoi*, Rom. 12:8; 1 Thess. 5:12), and "pastor/teachers" (*poimeas-didaskalous*, Eph. 4:11; cf. also Acts 20:28 and 1 Pet. 5:2 with 1 Tim. 3:2, "able

to teach," 5:17b, and Tit. 1:9). Though each of these terms may describe the different aspects of leadership, they seem to be used interchangeably to designate the same office. Above all, as Ephesians 4:11f makes clear, **they are equippers** whose agenda (priorities, allotment of time, and duties) are to be ordered by the Word of God, not by the agendas of people following their cultural expectations set by the traditions of men.

2. **Executive Elder Team.** From the group of Elders, as further defined in the Bylaws, a number of Elders shall be appointed to the Executive Elder Team who, in addition to their spiritual and administrative functions as Elders will also function as the Corporation's Executive Elder Team, who in conjunction with the Lead Elder, shall form part of the Board of Directors and hold positions as Officers of the Corporation.
3. **Powers and Purpose of Executive Elder Team.** The primary governing body for the Church shall be its Executive Elder Team. Except for those powers reserved for the Board of Directors, the Executive Elder Team shall have the power to determine all issues regarding the Church, including, but not limited to:
 - (a) Provide the overall spiritual direction, oversight, and guidance of the Church, along with its ministries and functions,
 - (b) Establish the structure of ministry.
 - (c) Guard the doctrine and purity of the Church.
 - (d) Oversee and coordinate the day-to-day ministry.
 - (e) Supervise and direct the daily business operations of the church.
 - (f) Recognize and enlist pastoral and teaching ministries, along with the selection, hiring, and dismissal of Elders, Ministry Directors, and additional staff members for the development and advancement of ministry.
 - (g) Develop the organizational structure.
 - (h) Select Church staff to accomplish the administrative affairs of the Corporation.
 - (i) Call for a special church conference of ecclesiastical members.
4. **Size.** The size of the Executive Elder Team shall be no less than two men and no more than fifteen men.
5. **Lead Elder.** The Executive Elder Team shall include the Lead Elder who will serve as the principal teacher/preacher of the Church and function as the organizational head, leading over the meetings of the Executive Elder Team, the Board of Directors, and the rest of the Church in effectively obeying God's leading as revealed in Scripture.
6. **Elders.** The Lead Elder shall appoint the other members of the Executive Elder Team who will then be affirmed by the ecclesiastical members by a majority vote at a special called church conference. The name of the proposed candidate(s) shall be announced from the platform at least two weeks in advance at a regular worship service. At least ten percent of the ecclesiastical members must be present as a quorum.

7. **Term.** The Executive Elder Team will serve indefinitely until resignation, death or dismissal by the Lead Elder.
8. **Vacancies.** Vacancies on the Executive Elder Team shall be filled as soon as practical by the Lead Elder. If there is no Executive Elder Team, the Board of Directors may appoint a temporary acting Lead Elder until the position of a Lead Elder is filled as set forth in the Bylaws.

C. Ecclesiastical Members

The term "Ecclesiastical Member", "Church Member", or "Member" shall not have any civil effect for purposes of state law or the Act, but will denote a person who has decided to unite with the Church as an active participant in progressing in Christian growth and maturity by their attendance (Mark 6:39, 40; Luke 15:1; Acts 1:15; Acts 10:27), service (Luke 9:62; Luke 12:34-35; Romans 15:7; 2 Corinthians 9:12; Revelation 2: 19), and giving (2 Corinthians 8:23; Philemon 1: 17). Such person must have repented of his/her sins, confessed Jesus Christ publicly as Savior and Lord, thereafter followed him in baptism by immersion, and given evidence of regeneration by living consistent with his or her profession and the views of faith, doctrine, and practice of this Church. Such person shall be qualified to be a member of the Church. Accepting membership in the Church implies acceptance of the Articles of Incorporation and Bylaws. Membership, including voting rights, may be further defined in the Bylaws.

ARTICLE VIII

Indemnification of Elders, Officers, Employees and Other Agents

1. **Definitions.** For the purpose of this Article, "Agent" means any person who is or was a director, officer, trustee, employee or other agent of the Church, or is or was serving at the request of the Church as a director, officer, trustee, employee or agent of another foreign or domestic church, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic church that was a predecessor church of the Church or of another enterprise at the request of such predecessor church. "Proceeding," means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative. "Expenses" include, without limitation, all reasonable attorneys' fees and any other expenses incurred in the defense of any claims or proceedings against an Agent by reason of his position or relationship as Agent and all reasonable attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.
2. **Successful Defense by Agent.** To the extent that an Agent of the Church has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against Expenses actually incurred in connection with the claim. If an

Agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 5.3 through 5.5 of this Article shall determine whether the Agent is entitled to indemnification.

3. Actions Brought by Persons Other than the Church. Subject to the required findings to be made pursuant to sections 5.4 and 5.5, below, the church shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than action brought by, or in the right of, the church) by reason of the fact that such person is or was an Agent of the church, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

4. Action Brought by or on Behalf of the Church.

A. **Claims Settled Out of Court.** If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Church, without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

B. **Threatened Pending or Completed Actions Against Agent.** The Church shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or in the right of the church, to procure a judgment in its favor, by reason of the fact that the person is or was an Agent of the Church, for all expenses actually and reasonably incurred in connection with the defense or settlement of that action, provided the determination of good faith conduct required by section 5.5 below is made in the manner provided for in that section.

5. Determination of Agent's Good Faith Conduct. The indemnification granted to an Agent as referred to in this Article V, is conditioned on the following:

A. **Required Standard of Conduct.** The Agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of the church, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of the church or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

- B. Manner of Determination of Good Faith Conduct.** The determination that the Agent did act in a manner complying with this section 5.5 shall be made by the Board of Directors by a majority vote of a quorum consisting of the Board of Directors who are not parties to the proceeding.
- 6. Advance of Expenses.** Expenses incurred in defending any proceeding may be advanced by the church before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article.
- 7. Insurance.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the church against any liability asserted against or incurred by an Agent in such capacity or arising out of an Agent's status as such.
- 8. Survival of Benefits.** Any repeal or modification of this Article shall not adversely affect any right of any person existing at the time of such repeal or modification.
- 9. Severability.** If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provision to persons or circumstances other than those as to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.
- 10. Applicable Law.** For purposes of this Article, "applicable law" shall always be construed as the applicable law in effect at the date indemnification may be sought, or the law in effect at the date of the action, omission or other event giving rise to the situation for which indemnification may be sought, whichever is selected by the person seeking indemnification. If Florida law limits these provisions in any way or is inconsistent herewith, in that event, it is the intention of the Church to provide such indemnification as fully and completely as possible given the circumstances and the Law.

ARTICLE IX DISTRIBUTION OF ASSETS

If this corporation should ever be dissolved, all of its assets remaining after payment and satisfaction of all its costs, and indebtedness, including the expenses of such dissolution shall be distributed to such organization(s) that are organized and operated exclusively for charitable, educational and/or religious purposes and qualify as a non-profit corporation or organization under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The active members of the Church who are members in good standing at the time of dissolution of the Church shall in a duly called business meeting designate the non-profit corporation(s) or organization(s) to receive assets of the Church upon dissolution in accordance with the following:

- I. No part of the property, buildings, monies or other assets of this Church shall ever be distributed to any member, deacon, officer, or employee of this Church, or any individual.
- II. Any such assets not disposed of shall be disposed of by the Court having jurisdiction of this matter in which the principal office of the Church is then located, as follows: The successor organization(s) must be an organization(s) organized and operated exclusively for such purposes in the following order of priority provided said organization is in existence and tax-exempt at the time of the distribution: (a) a local Southern Baptist Church located in Orange County, Florida (b) a local Southern Baptist Church located in Central Florida, (c) the Greater Orlando Baptist Association, (d) the Florida Baptist Convention, (e) the Southern Baptist Convention, or (f) in the event none of these choices are in existence (including their successor) and tax-exempt then to a Christian church whose statement of faith is closely in line with our Church, and if none can be found as the Court so determines.

ARTICLE X AMENDMENTS

Amendments to these Articles may be introduced by a majority of the Executive Elders through written motion at a special called meeting. Amendments shall not be acted on until the next special called meeting four to six weeks later. A two-thirds majority of those ecclesiastical members present at the meeting and voting shall be required for acceptance; provided, however, that at least forty percent (40%) of the ecclesiastical membership of the church on the date upon which the vote is taken be present at such meeting, and that notice of the proposed change or amendment be given verbally to the entire worshipping assembly in all worship services no less than 14 days prior to the meeting and in writing to the active ecclesiastical membership in the interim period between the meetings.

Written notice shall be provided to each ecclesiastical member's mailing address as a hard copy print, separate from other documents so that it is clearly identifiable. Notice shall be mailed/sent at least seven days before the vote so that ecclesiastical members will have a reasonable opportunity to receive and review the proposed change before the vote. Electronic delivery (email, etc.) or notice posted on the church website of the written notice can be used as a supplemental delivery method; but, shall not replace the hard copy delivery. Ecclesiastical membership rolls shall be determined as described in the Bylaws for purpose of notification and voting. The Lead Elder or Moderator shall appoint a clerk to determine if a quorum is present and record minutes in a permanent record of the meeting.

**ARTICLE XI
MISCELLANEOUS**

11.1 Severability. Every provision of these Articles is intended to be severable. If any term or provision is illegal or invalid for any reason whatsoever, such illegality or invalidity shall not affect the validity or legality of the remainder of these Articles.

11.2 Governing Law. The laws of the State of Florida, without regard to conflicts of laws Principles, shall govern the validity of these Articles, the construction of its terms, and the interpretation of the rights and duties of the Members.

**ARTICLE XII
REGISTERED AGENT**

The name and Florida street address of the registered agent is:

NAME: Martin Boelens

ADDRESS: 7308 Pershing Avenue, Orlando, Florida 32822.

**ARTICLE XIII
STATUTORY REQUIREMENTS**

The foregoing Amended and Restated Articles of Incorporation of the Shenandoah Baptist Church Incorporated was duly adopted pursuant to Fl. Statute 617.1006, as amended, by unanimous consent of the leadership of the Corporation and ratified by the Church on the 10th day of February 2021. At which time, the amendments were adopted by the members at a duly called meeting of the Church and the number of votes cast for the amendments being unanimous were sufficient for approval.

I submit this document and affirm that the facts stated herein are true.



SIGNATURE OF DIRECTOR/PRESIDENT

6/9/21

DATE


SIGNATURE OF DIRECTOR/SECRETARY

6/9/2021
DATE

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


SIGNATURE OF REGISTERED AGENT

6/9/2021
DATE