

739233

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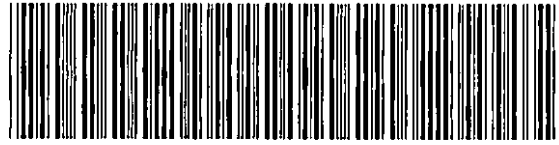
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*Amended & Restated
Articles*

2024 JUN 28 PM 12:45

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A. RAMSEY

JUL 1, 2024

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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KEY BISCAVNE PRESBYTERIAN CHURCH, INC.

Please Debit FCA000000003 For: 35.00

Thank you Seth Neeley



Signature

Requested by:

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
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- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
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- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
KEY BISCAYNE PRESBYTERIAN CHURCH, INC.

FILED
2024 JUN 28 PM 12:45
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

Under section 617.1007, Florida Statutes, the undersigned Florida Not-for-Profit corporation adopts the following Amended and Restated Articles of Incorporation.

ARTICLE ONE

NAME

The name of this corporation shall be Key Biscayne Presbyterian Church, Inc. (the "Corporation").

ARTICLE TWO

ADDRESS OF PRINCIPAL OFFICE

The Corporation's principal office address is 160 Harbor Drive, Key Biscayne, Florida 33149.

ARTICLE THREE

PURPOSES AND POWERS

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code," including, but not limited to, the Purposes and Objectives set forth in the Bylaws and making distributions to or on behalf of organizations that qualify as exempt organizations under section 501(c)(3) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE FOUR

NONDISCRIMINATORY POLICY

This Corporation, including all of its educational programs and sponsored activities, admits participants of any race, color, and national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic

origin in the administration of its educational policies, admissions policies, scholarships, loan programs, athletic and other educational or sponsored programs.

ARTICLE FIVE

MEMBERS

The qualifications for Members of the Corporation, the manner of their admission, and their authority in the Corporation's governance shall be as prescribed and regulated in the Corporation's Bylaws.

ARTICLE SIX

DIRECTORS

The Board of Directors, also known as the Session, shall be elected and regulated as provided for in the Corporation's Bylaws. The current members of the Session are:

Felipe Assis
160 Harbor Drive
Key Biscayne, Florida 33149

Erik Volavicius
160 Harbor Drive
Key Biscayne, Florida 33149

Carlos Gadala-Maria
160 Harbor Drive
Key Biscayne, Florida 33149

Pierre De Agostini
160 Harbor Drive
Key Biscayne, Florida 33149

ARTICLE SEVEN

OFFICERS

The officers of the Corporation shall be elected and regulated as provided for in the Corporation's Bylaws. The current officers are:

President:	Felipe Assis
Treasurer:	Maureen Ruggiero
Secretary:	Carlos Gadala-Maria

ARTICLE EIGHT

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE NINE

BYLAWS

The Corporation's Bylaws shall be made by the Session and approved by the Members as provided for in the Corporation's Bylaws.

ARTICLE TEN

AMENDMENTS

Amendments to the Articles of Incorporation shall be recommended for approval by the Session to the Members. They may be adopted at a Congregational Meeting at which a quorum is present and upon which notice was given for the purpose of considering amendments to the Articles of Incorporation. Such amendments shall become effective upon an affirmative vote of a majority of the Members eligible to vote present at the meeting.

ARTICLE ELEVEN

REGISTERED AGENT

The Registered Agent upon whom service of process against this Corporation may be made is Carlos Gadala-Maria. The Registered Agent and the Corporation's registered office are located at 160 Harbor Drive, Key Biscayne, Florida 33149.

ARTICLE TWELVE

EARNINGS AND ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in Article Three hereof.

No substantial part of the Corporation's activities shall involve propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for political office.

The Corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the abovementioned purposes.

ARTICLE THIRTEEN

DISSOLUTION

Upon the dissolution of the Corporation, the Session shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Session shall determine or shall be distributed to the federal government, or a state or local government. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

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CERTIFICATE AND SIGNATURES ARE ON THE FOLLOWING PAGE

CERTIFICATE

1. This Restatement contains Amendments to the Articles of Incorporation that require Member approval.

2. The Amended and Restated Articles of Incorporation, as set forth above, constitute all of the Articles of Incorporation of Key Biscayne Presbyterian Church, Inc., as amended.

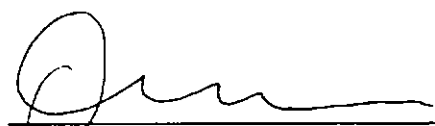
3. The Members adopted the Amendments, and the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

4. The Amended and Restated Articles of Incorporation Amendments were adopted by the Board of Directors/Session on the 29th day of May 2024.

5. The Amended and Restated Articles of Incorporation Amendments were adopted by the Members on the 9th day of June 2024.

6. The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF we hereunto set our hands and seals, acknowledged, and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the state of Florida, this 11th day of June 2024.



Felipe Assis, President

REGISTERED AGENT CERTIFICATE

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Section 48.091 and Section 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That Key Biscayne Presbyterian Church, Inc., having been organized under the laws of the State of Florida Not-For-Profit Corporation Act, with its principal office, as indicated in the Articles of Incorporation at 160 Harbor Drive, Key Biscayne, Florida 33149, has named Carlos Gadala-Maria, its registered agent; and 160 Harbor Drive, Key Biscayne, Florida 33149 as the place where service of process may be served within this state. This designation has been duly approved by a resolution of the Corporation's board of directors as applicable under Florida Statute.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby acknowledge that I am familiar with and accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated the 11 day of JUNE, 2024.

Registered Agent

By: 

Carlos Gadala-Maria