

745219



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REFERENCE : 707446 5011226  
AUTHORIZATION : Patricia Pignatelli  
COST LIMIT : \$ 87.50

ORDER DATE : February 16, 1998  
ORDER TIME : 10:41 AM  
ORDER NO. : 707446-005  
CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst  
Gray Harris & Robinson  
S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

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98 FEB 16 AM 11:47  
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: THE CENTRAL FLORIDA CHURCH,  
INC.

300002431103--4

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

Sp

Amended  
& Restated

2/16/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 16 PM 12:52

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
THE CENTRAL FLORIDA CHURCH, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 FEB 16 PM 12:52

THE UNDERSIGNED, Patrick Whitaker, President of THE CENTRAL FLORIDA CHURCH, INC., a Florida not-for-profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

**ARTICLE FIRST:** The name of the Corporation is THE CENTRAL FLORIDA CHURCH, INC.

**ARTICLE SECOND:** The amendment and restatement of the Articles of Incorporation of the Corporation did not require Member approval, and was unanimously approved by the Board of Directors of the Corporation on February 5, 1998.

**ARTICLE THIRD:** The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

**ARTICLE FOURTH:** The Restated Articles of Incorporation shall provide as follows:

**ARTICLE I - NAME**

The name of the corporation is THE CENTRAL FLORIDA CHURCH, INC.

**ARTICLE II - PURPOSES**

The purposes for which the corporation is organized are:

Religious and charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding Section of any future United States Internal Revenue law), including the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation shall promote, encourage, foster and engage in the dissemination of religious and moral teaching and instruction for the support of public and worldwide worship in accordance with the teachings of Jesus Christ as found in the Bible, through all legitimate

means, by serving as a local congregation in an Association of Churches (by contractual agreement rather than by corporate membership), comprised of local church congregations belonging to the worldwide Movement known as the International Churches of Christ.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

### ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part

of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

#### ARTICLE IV - MEMBERS

Any individual may become a member of The Central Florida Church, Inc. regardless of race or nationality. To attain membership an individual must subscribe to the teachings of the New Testament in both form and practice. This includes believing that Jesus Christ is the Son of God, repenting of prior sins, being baptized into Christ and continuing to accept Jesus Christ as the Lord of one's life and being acknowledged by the Elders or Evangelists of the Church to be a member of the Church or in the event no Elders or Evangelists exist, by a majority of the individuals who have been carried on the Church records as members for at least one (1) year.

A Member shall automatically cease to be a Member of the corporation when he or she ceases to be actively involved in the work and worship of The Central Florida Church, Inc. for any reason, or if an individual is no longer recognized as a Member by the Elders or Evangelists, or in the event no Elders or Evangelists exist, by a majority of the individuals who have been shown on the Church records as Members for at least one (1) year.

#### ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE VI - OFFICERS AND TRUSTEES

The affairs of the corporation shall be managed by a Board of Trustees consisting of not less than three (3) members. The number of Trustees shall be fixed in the By-Laws of this corporation. Annual elections will be held by the Board of Trustees.

The officers of the corporation shall be selected from the Board of Trustees and shall consist of a President, Vice President, Secretary and Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Trustees at the annual meeting of the Board of Trustees. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Trustees or in any office for any reason, the Board of Trustees shall fill such vacancy for the unexpired term.

ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the next election pursuant to these Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Patrick Whitaker	President
Mary Hattaway	Secretary
Thomas Kuhn	Treasurer

ARTICLE VIII - BOARD OF TRUSTEES

The number of persons constituting the Board of Trustees shall be six (6). The names and addresses of the persons elected to serve as Trustees until the next election pursuant to these Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Patrick Whitaker	370 S. North Lake Blvd., Suite 1000 Altamonte Springs, Florida 32707
Thomas Kuhn	370 North Lake Blvd., Suite 1000 Altamonte Springs, Florida 32707
Mary Hattaway	370 North Lake Blvd., Suite 1000 Altamonte Springs, Florida 32707
Eddie Mac Francis	370 S. North Lake Blvd., Suite 1000 Altamonte Springs, Florida 32707
Wynn Eargle	370 North Lake Blvd., Suite 1000 Altamonte Springs, Florida 32707
Randy Stephens	370 North Lake Blvd., Suite 1000 Altamonte Springs, Florida 32707

ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Trustees and thereafter may be altered or rescinded by a majority vote of the Board

of Trustees or a majority vote of the Members at the annual meeting of the Trustees or the Members or at a duly called meeting of the Trustees or the Members in accordance with the By-Laws.

#### ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

This non-profit corporation reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Incorporation or any amendment hereto. Said amendment shall be proposed either by (a) petition of twenty-five percent (25%) of the members of the congregation and approved by a two-thirds (2/3) majority vote of the general membership of the congregation or (b) by a majority of the Board of Trustees of the Congregation and approved by a two-thirds (2/3) majority vote of the general membership of the Congregation. No amendment shall be allowed which would in any way jeopardize the corporation's tax exemption under § 501 of the 1954 Internal Revenue Code or its successors.

#### ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to (or organizations) that is organized and operated exclusively for religious purposes and is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. That organization shall be the International Churches of Christ, a California nonprofit religious corporation (an Association of Churches of which this Corporation is a member), if it qualifies as a distributee under the provisions of this section. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

#### ARTICLE XII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is:

370 North Lake Blvd., Suite 1000  
Altamonte Springs, Florida 32707

The name of the registered agent of this corporation is:

Mary Hattaway


ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE  
AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation is: 370 North Lake Boulevard, Suite 1000, Altamonte Springs, Florida 32707

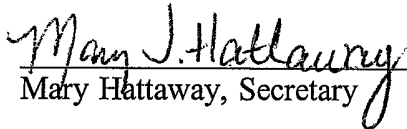
IN WITNESS WHEREOF, I have set my hand and seal this 5 day of

February, 1998.

THE CENTRAL FLORIDA CHURCH, INC.

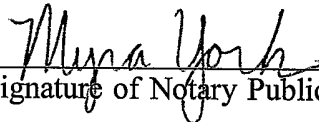
By:   
Patrick Whitaker, President

ATTEST:

  
Mary Hattaway, Secretary

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5 day of February, 1998, by Patrick Whitaker, as President of The Central Florida Church, Inc., a Florida not-for-profit corporation, on behalf of the Corporation.

  
Signature of Notary Public

Myra York  
(Print Notary Name)  
My Commission Expires: 4/5/01  
Commission No.: CC629033

AFFIX NOTARY STAMP



Personally known, or  
 Produced Identification  
Type of Identification Produced:  
\_\_\_\_\_