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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ORLANDO CHURCH OF CHRIST, INC.**

THE UNDERSIGNED, Michael Morris, President of ORLANDO CHURCH OF CHRIST, INC. (the "Corporation"), a Florida not-for-profit corporation, for and on behalf of the Corporation, executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is ORLANDO CHURCH OF CHRIST, INC.

ARTICLE SECOND: The amendment and restatement of the Articles of Incorporation of the Corporation was unanimously approved by the Board of Trustees of the Corporation on February 27, 2010, and was approved by proper vote of the Members on March 2, 2010.

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: Capitalized terms not defined herein shall be defined in the Corporation's Bylaws. The Amended and Restated Articles of Incorporation shall provide as follows:

ARTICLE I - NAME

The name of the Corporation is ORLANDO CHURCH OF CHRIST, INC.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized are:

Religious, educational 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 church. 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

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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 conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, sex, or age.

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, 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.

It is the specific intention of the Corporation that the purposes and application of the Corporation be as broad as permitted by the Florida Not For Profit Corporation Act, Section 617.0301, Florida Statutes, but only to the extent that the Corporation qualifies as a tax exempt organization within the meaning of Section 501(c)(3) and Section 170 of the Code.

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 ORLANDO CHURCH OF CHRIST, INC. regardless of race or nationality. To attain membership an individual must subscribe to the teachings of the Bible 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. Voting rights of Members shall be as provided in the Bylaws of the Corporation.

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 ORLANDO CHURCH OF CHRIST, INC. for any reason, or if an individual is no longer recognized as a Member by the Elders or

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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, TRUSTEES AND ELDERS

The affairs of the Corporation shall be managed by the Elders of the Corporation, if the Corporation has selected Elders who are then servicing. The Elders may delegate specific responsibilities to a Board of Trustees consisting of not less than three (3) and not more than nine (9) persons as set forth in the Bylaws. In the absence of Elders, the affairs of the Corporation shall be managed by the Board of Trustees. The Elders shall be selected by a process as set forth in the Scriptures and established by the Evangelist and existing Elders, if any, or existing Board of Trustees if there are no Elders existing. Elders may be removed as provided in the Scriptures. The number of Trustees and the manner of their election and removal shall be set forth in the Bylaws of this Corporation.

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and, at the discretion of the Board of Trustees, a Chairman of the Board. The manner of election and removal of officers shall be set forth in the Bylaws of this Corporation. Officers may be re-elected to serve subsequent terms.

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>
Michael Morris	President
Eddie Mac Francis	Secretary
Barry Mattox	Treasurer

ARTICLE VIII - BOARD OF TRUSTEES

The number of persons constituting the Board of Trustees shall be three (3). 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>
Eddie Mac Francis	214 N. Goldenrod Road, Suite 11 Orlando, Florida 32807
Barry Mattox	214 N. Goldenrod Road, Suite 11 Orlando, Florida 32807
Michael Morris	214 N. Goldenrod Road, Suite 11 Orlando, Florida 32807

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ARTICLE IX - BYLAWS

The Bylaws of the Corporation shall be initially approved by majority vote of the Board of Trustees. The Bylaws may be altered, amended or repealed, from time to time, in whole or in part, by majority vote of the Board of Trustees then in office subject to the approval of the Elders, if any. Any Bylaw provision that requires the vote of a larger proportion of, or all of, the Trustees than is otherwise required by the Florida Not for Profit Corporation Act, shall not be altered, amended, or repealed except by the greater vote.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The 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 prepared and approved by a two-thirds (2/3) majority vote of the Board of Trustees of the Corporation and then by a two-thirds (2/3) majority vote of the Elders of the Corporation, if any are then serving. No amendment shall be allowed which would in any way jeopardize the Corporation's tax exemption 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.

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 any designated Church of Christ or Association of churches of Christ 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. 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:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The name of the registered agent of this Corporation is:

William A. Boyles, Esq.

**ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND MAILING ADDRESS**

The principal office and mailing address of this Corporation is: 214 N. Goldenrod Road, Suite 11, Orlando, Florida 32807.

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on behalf of the Corporation this 2nd day of March, 2010.

Michael J. Morris
MICHAEL J. MORRIS, President

STATE OF FLORIDA
COUNTY OF Orange

The foregoing Amended and Restated Articles of Incorporation were acknowledged before me this 2nd day of March, 2010, by Michael Morris, who is personally known to me or who produced a Florida driver's license as identification and who did not take an oath.

(Affix Notary Seal)

William A. Boyles
NOTARY PUBLIC, State of Florida
Print Name: William A. Boyles
My commission expires: Aug. 01, 2010
No. 00574728
Bonded thru Ashton Agency, Inc. (800)451-4854

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Amended and Restated Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

William A. Boyles
William A. Boyles, Esq.

WILLIAM A. BOYLES
Notary Public, State of Florida
My comm. expires Aug. 01, 2010
No. 00574728
Bonded thru Ashton Agency, Inc. (800)451-4854