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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FEATHER SOUND COMMUNITY CHURCH, INCORPORATED
A NONPROFIT CORPORATION

Pursuant to Section 617.1006 of the Florida Not For Profit Corporation Act, *Fla. Stat. § 617.01011 et seq.* (2009), Feather Sound Community Church Incorporated (the "Corporation") hereby files and adopts the following amendments to its Articles of Incorporation, which amendments shall replace the original Articles of Incorporation in their entirety:

ARTICLE I. NAME

The name of the Corporation is:

FEATHER SOUND COMMUNITY CHURCH, INC.

ARTICLE II. AUTHORITY

The Corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act, *Fla. Stat. § 617.01011 et seq.* (2009) (the "Florida Code").

ARTICLE III. PURPOSES

The Corporation is organized exclusively as a church for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including leading people into a growing relationship with Jesus Christ, propagating the Christian gospel at home and abroad in obedience to the command of Jesus Christ our Lord, and the making of distributions to organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

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ARTICLE IV. DURATION

The Corporation shall have perpetual duration.

ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Deacons, 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 set forth in Article III hereof. The Corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be to influence legislation.

Section 3. No Political Campaigning. The Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Section 4. Amending Articles of Incorporation. These Amended Articles may be amended by a two-thirds vote of the church members, present and voting at any regular meeting of the members. Provided, however, that these Amended Articles of Incorporation shall not be amended unless written notice first is given of the proposed amendments to each member not less than fifteen calendar days prior to the meeting of the members in such publication as may be designated by the Deacons.

ARTICLE VI. DEACONS

Section 1. Number. The Board of Deacons shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Constitution or By-Laws of the Corporation as amended from time to time.

Section 2. Powers. The Board of Deacons shall govern the Corporation and, even though designated as "Deacons," shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Constitution or By-Laws and other corporate governing documents by a majority vote (**unless a larger than majority vote is required herein or in the Constitution or By-Laws**), in any way not inconsistent with the Amended Articles of Incorporation, the laws of the State of Florida or the laws of the United States; provided, however, that such rights and powers shall include the right to transfer and relinquish all, or part of, these rights and powers to any governing Board or Body that might be established by the Deacons in the initial Constitution or By-Laws adopted by the Deacons.

H10000025759 3

H10000025759 3

Section 3. Term. The term of each member of the Board of Deacons shall be as established in the Constitution or By-Laws.

Section 4. Election. Unless the Constitution or By-Laws provide differently (in which case such Constitution or By-Laws shall control), Deacons shall be elected by the remaining Deacons by a majority vote upon the expiration of a Deacon's term or a vacancy for any reason (including positions created by an increase in the number of Deacons). If the Board of Deacons is unable to select a successor Deacon(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the Corporation is then located.

Section 5. Deacons/Directors. The Board of Deacons/Directors shall consist of the following members, whose names and addresses are set forth below:

John Pask, 8356 Wrensway Pass, Largo, Florida 33773;
Richard May, 13792 Egret Lane, Clearwater, Florida 33762;
Jim Adams, 2076 Michigan Avenue NE, St. Petersburg, Florida 33703;
Joseph Jenkins, 25 Country Club Drive, D-235, Largo, Florida 33771;
Rand McNeal, 1276 80th Street South, St. Petersburg, Florida 33707;
Kenneth Poirier,
John Schuler,
Thomas Smith, 2349 Fulton Way, Largo, Florida 33774; and
Robert A. Merritt, 13875 Feather Sound Drive, Clearwater, Florida 33762.

Section 6. Limitation of Liability. No Deacon shall have any personal liability to the Corporation for monetary damages for breach of duty of care or other duty as a Deacon, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a Deacon for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or knowing violation of law; or (c) any transaction from which the Deacon derived an improper personal benefit.

ARTICLE VII. POWERS

Section 1. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt nonprofit corporations.

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

H10000025759 3

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Sections 170(b)(1)(A) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Charitable Trusteeship Etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE VIII. DISSOLUTION

Section 1. Dissolution. The Board of Deacons (**unless this power has been transferred by the Constitution or By-Laws**) may cease corporate activities and dissolve and liquidate the Corporation, by a two-thirds vote.

Section 2. Liquidation. Upon the dissolution of the Corporation, the Board of Deacons shall pay or make provision for the payment of all of the liabilities of the Corporation, and shall thereafter dispose of all of the assets of the Corporation exclusively for the purposes stated in Article III hereof in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the Board of Deacons shall determine.

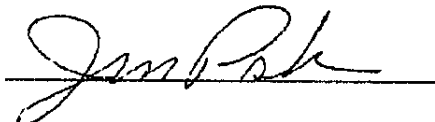
Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the Corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

ARTICLE IX. REGISTERED OFFICE AND AGENT

Section 1. Office. The registered office of the Corporation shall be at 13880 Feather Sound Drive, Clearwater, Florida 33762.

Section 2. Agent. The registered agent of the Corporation at such address shall be: John Pask, 13880 Feather Sound Drive, Clearwater, FL 33762.

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



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John Pask
13880 Feather Sound Drive
Clearwater, Florida 33762

ARTICLE X. INCORPORATOR(S)

Section 1. Incorporators. The name and address of the incorporators, who are citizens of the United States, are:


Dr. Edward Earl Hartman, Jr., 2611 Bayshore Boulevard, Apt. #101, Tampa, Florida;
Carter Clarke, 2759 Heron Place, Clearwater, Florida; and
Fred Bullard, 2733 Ballard Drive, Clearwater Florida.

DATE AMENDMENTS ADOPTED: DECEMBER 6, 2009

[X] The amendments were adopted by the members and the number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Deacons/Directors has executed these Articles of Amendment to the Articles of Incorporation, pursuant to the Florida Not For Profit Corporation Act.

Dated: 12/28/09


John Pask, Chairman of Board of Deacons

H10000025759 3