

768032

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

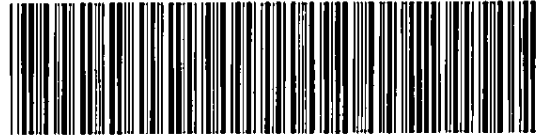
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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200408985932

*Amended &
Restated*

CLERK OF STATE
TALLAHASSEE, FLORIDA

2023 JUN 16 AM 8:27

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2023 JUN 15 PM 3:17

RECEIVED

A. RAMSEY

JUN 19 2023

A. RAMSEY

JUN 17 2023

A. RAMSEY
JUN 15 2023

*02250, 00524, 00671

FLORIDA CAPITAL COURIER SERVICES, INC
2330 CLARE DRIVE
TALLAHASSEE, FL 32309
(850) 524-5437
(850) 524-6243

Please use funds from this account: 120210000160 : \$43.75

Authorization Signature

Ocean Church, Inc.

768032

BUSINESS

DOC#

☒ **X** Certified Copy of Articles
☐ Certificate of Status

NEW FILINGS

☐ Profit Corp
☐ Not for Profit
☐ Officer/Director
☐ Limited Liability
☐ Domestication
☐ Other
☐ **CORP**
☐ **LLLP**

AMENDMENTS

☒ **X** Amendment
☐ Resignation of R.A. or member
☐ Dissolution
☐ Change of Registered Agent
☐ Revocation of Dissolution
☐ Merger
☐ **Conversion**
☐ **Amended and restated Articles**
☐ **Statement of Correction**

OTHER FILINGS

☐ **Trademark**
☐ Annual Report
☐ Fictitious Name
☐ **APOSTILLE**

Country

REGISTRATION/QUALIFICATIONS

☐ Foreign filing
☐ Limited Partnership
☐ Reinstatement

Other

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 16, 2023

FLORIDA CAPITAL COURIER SERVICES, INC.

TALLAHASSEE, FL 32309

SUBJECT: OCEAN CHURCH, INC.
Ref. Number: 768032

We have received your document for OCEAN CHURCH, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

Please include a statement that the amended and restated articles were adopted by the Board of Elders and do not contain any amendments requiring member approval OR if the amended and restated articles contain an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment were sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 923A00013639



2023 JUN 16 PM 2:31

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ocean Church, Inc.

DOCUMENT NUMBER: 768032

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

Please return all correspondence concerning this matter to the following:

Ryan Peak

(Name of Contact Person)

Asiatico Law

(Firm/ Company)

P.O. Box 260449

(Address)

Plano, TX 75026

(City/ State and Zip Code)

ryan@baalegal.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ryan Peakvvvb VBhvgvvh

(Name of Contact Person)

972

at

865-0498

(Area Code)

(Daytime Telephone Number)

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

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OCEAN CHURCH, INC.**

2023 JUN 16 AM 8:27

SECRETARY OF STATE
TAMPA, FLORIDA

A Florida Not For Profit Corporation

Pursuant to the Florida Not For Profit Corporation Act (the "Act"), Ocean Church, Inc. (the "Corporation"), which was first incorporated on April 20, 1983, has adopted these Amended and Restated Articles of Incorporation in the manner required by the Act by the Board of Elders on May 11, 2023 and they do not contain any amendments requiring member approval.

The Corporation's original Articles of Incorporation and all subsequent amendments thereto, are hereby deleted in their entirety and amended and restated as follows:

**ARTICLE 1
NAME**

The name of the Corporation is OCEAN CHURCH, INC. The Corporation shall have the right to operate under any number of appropriately applied for assumed names.

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 3
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is 22100 S. Tamiami Trail, Estero, Florida 33928.

**ARTICLE 4
REGISTERED AGENT**

The name and Florida street address of the registered agent of the Corporation is W. Jeffrey Cecil, Esq., whose location and municipal address is 9132 Strada Place, Suite 301, Naples, Florida 34108. The Board of Elders may change the registered agent at its discretion.

ARTICLE 5
NONPROFIT PURPOSES

The Corporation is a nonprofit ecclesiastical corporation organized exclusively for religious, charitable, educational, and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, the purposes of this Corporation are:

- (a) To establish and maintain places for the worship of Almighty God, our Heavenly Father.
- (b) To provide for Christian fellowship for those of like precious faith, where the Holy Spirit may be honored according to our distinctive testimony.
- (c) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location through the Corporation's combined or separate formation of a church, ministry, charity, school, or eleemosynary institution, without limitation.
- (d) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Florida and elsewhere.
- (e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
- (f) To promote, encourage, and foster any other similar charitable, religious, educational, and scientific activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of the purposes of the Corporation.
- (g) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and by Section 501(c)(3) of the Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein without the necessity of authorization or approval of any individual or entity

whatsoever save and except as provided in these Amended and Restated Articles of Incorporation and the Bylaws of the Corporation.

- (h) To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

ARTICLE 6

BOARD OF ELDERS

Plenary power to manage and govern the affairs of the Corporation shall be vested in the Board of Elders. The qualifications, duties, terms, and other matters relating to the Board of Elders of the Corporation shall be provided in the Bylaws. The Board of Elders may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The number of members on the Board of Elders shall not be less than three (3). The number of members on the Board of Elders may be increased or decreased, by amending these Articles of Incorporation, or by amending the Bylaws, provided that the number shall not be less than three (3).

The names and street addresses of the members of the Board of Elders are:

1. W. Jeffrey Cecil, Esq.
22100 S. Tamiami Trail
Estero, Florida 33928
2. Joshua Hall
22100 S. Tamiami Trail
Estero, Florida 33928
3. Roy Long
22100 S. Tamiami Trail
Estero, Florida 33928
4. Myron Smith
22100 S. Tamiami Trail
Estero, Florida 33928
5. Philip McMillan
22100 S. Tamiami Trail
Estero, Florida 33928

ARTICLE 7
MEMBERS

The Corporation shall have members (aka partners) with voting rights, as prescribed in the Corporation's Bylaws.

ARTICLE 8
POWERS

Except as otherwise provided in these Amended and Restated Articles of Incorporation, and in order to carry out the above-stated purposes, the Corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

ARTICLE 9
RESTRICTIONS, REQUIREMENTS, AND LIMITATIONS

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

The Corporation shall not pay dividends or other corporate income to its members of the Board of Elders or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles of Incorporation. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under section 170(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

- (a) Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (b) Serve a private interest other than one that is clearly incidental to an overriding public interest.
- (c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.

- (d) Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
- (e) Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- (f) Distribute its assets on dissolution other than for one or more exempt purposes.
- (g) Permit any part of the net earnings of the Corporation to inure to the benefit of any member of the Corporation or any private individual.
- (h) Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.
- (i) Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's charitable purposes or if the gift or grant would require serving a private as opposed to a public interest.

In the event the Corporation is in any one year a "private foundation" as defined by section 509(a) of the Internal Revenue Code, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under section 4942 of the Internal Revenue Code; and further shall be prohibited from: (i) any act of "self-dealing" as defined in section 4941(d) of the Internal Revenue Code; (ii) retaining any "excess business holdings" as defined by section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under section 4944 of the Internal Revenue Code; or (iv) making a taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE 10

DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization designated by the Board of Elders of the Corporation that is exempt from taxes under section 501(c)(3) of the Code, and within the meaning of the laws of the State of Florida, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction in which the principal office of the Corporation is then located exclusively for such purposes or to such organizations, as determined by said court, which are organized for such purposes.

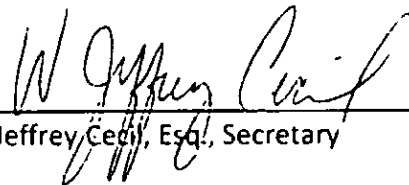
ARTICLE 11
AMENDMENT

These Articles of Incorporation may be amended by a two-third (2/3) majority vote of a quorum of the Board of Elders at any regular, annual, or special meeting called for such purpose.

CERTIFICATION

These Amended and Restated Articles of Incorporation were adopted by the Board of Elders.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s. 817.155, F.S.



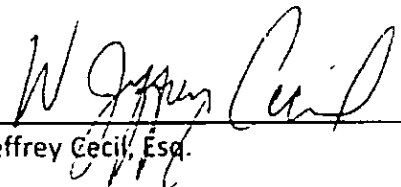
W. Jeffrey Cecil, Esq., Secretary

May 11, 2023

Date

REGISTERED AGENT SIGNATURE

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.



W. Jeffrey Cecil, Esq.

May 11, 2023

Date