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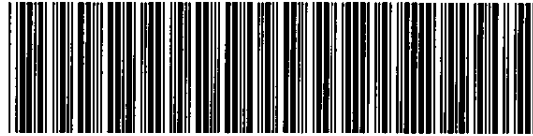
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Restated  
10/9/07

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The Foundation for the Church of the Palms - Presbyterian  
(U.S.A.), Inc.

**DOCUMENT NUMBER:** 771118

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

Please return all correspondence concerning this matter to the following:

Brian Y. Miller

(Name of Contact Person)

Brian Y. Miller, P.A.

(Firm/ Company)

2477 Stickney Point Road, Suite 107B

(Address)

Sarasota, FL 34231

(City/ State and Zip Code)

For further information concerning this matter, please call:

Brian Y. Miller

(Name of Contact Person)

at ( 941 ) 923-3453

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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TALLAHASSEE FLORIDA

RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE FOUNDATION FOR THE CHURCH OF THE PALMS  
- PRESBYTERIAN (U.S.A.), Inc.

(A Not For Profit Corporation)

THE FOUNDATION FOR THE CHURCH OF THE PALMS - PRESBYTERIAN (U.S.A.), Inc., restates its Articles of Incorporation that were filed in the Office of the Secretary of State on November 1, 1983, to read as follows:

ARTICLE 1

NAME

The name of this corporation shall be THE FOUNDATION FOR THE CHURCH OF THE PALMS - PRESBYTERIAN (U.S.A.), INC.

ARTICLE 2

NOT-FOR-PROFIT

The Corporation is a not-for-profit corporation as defined in Chapter 617 "CORPORATION NOT FOR PROFIT," Florida Statutes (1991). The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under law and its By-Laws. The Corporation is organized on a nonstock basis and shall not issue shares of stock and shall not pay dividends to its members.

ARTICLE 3

PURPOSE

The purposes for which the corporation is organized, and the objectives to be exclusively carried on and promoted by it are as follows:

- (a) To be irrevocably dedicated and operated exclusively for purposes described in and contemplated by the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.
- (b) The purpose of this Foundation is to receive and administer, in an orderly and efficient manner, all gifts and donations of funds and property (restricted and unrestricted), whether it be by intervivos gifts or testamentary gifts (by way of a gift under a trust, or by way of a bequest under a will) to the Church of the Palms - Presbyterian (U.S.A.), Inc., and to The Foundation for the Church of the Palms - Presbyterian (U.S.A.), Inc., from whatever source and to utilize said gifts and donations along with the income generated therefrom for certain general mission benevolencies, capital improvements for the church and directly related facilities, an endowment to provide other financial support for the Church of the Palms - Presbyterian (U.S.A.), Inc., and other purposes designated by donors related to the activities of the Church of the Palms - Presbyterian (U.S.A.), Inc., or in which it has an interest. All funds shall be used for purposes permitted under Section 501(c)(3) of the IRS Code of 1986. None of the principal, nor the income therefrom shall be used for operating expenses of the Church.
- (c) The corporation will accomplish the above purposes through:
  - 1. The encouragement, solicitation, receipt, administration, use and disposition of gifts and bequests of property and funds from its members and friends;
  - 2. acquiring by 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, invest, 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;

3. in general, exercising any, all and every power as is incidental to the purposes of this Corporation or necessary or desirable in order to accomplish said purposes, including trust powers, which a corporation not for profit organized under the laws of Florida for the purposes herein set forth can be authorized to exercise.

#### ARTICLE 4

##### LIMITATION ON POWERS

The powers of the corporation shall include and be governed by the following:

4.1 General: The corporation shall have all of the common-law and statutory powers of a not for profit corporation under the laws of the State of Florida that are not in conflict with the provisions of these Articles, the Bylaws of the corporation, and shall have all powers conferred by the laws of the State of Florida necessary or desirable and consistent with Section 501 of the Internal Revenue Code of 1986.

4.2 Distribution of Income; Dissolution: No part of the net earnings or net income of the Corporation shall inure to the benefit of or otherwise be distributed to any Member, Director or Officer of the Corporation, and no Member, Director or Officer of the Corporation shall receive recurring benefit from the Corporation. On the dissolution of the corporation, the Board of Directors shall dispose of all assets of the corporation to the Church of the Palms - Presbyterian (U.S.A.), Inc. as specified in the Bylaws.

#### ARTICLE 5

##### MEMBERS

The membership of the Corporation shall be the active members of the Church of the Palms - Presbyterian (U.S.A.), Inc., as determined periodically from the books and records of said entity. Each member shall be the right to vote as specified from time to time in the Bylaws.

ARTICLE 6

The corporation shall have perpetual existence.

ARTICLE 7

SUBSCRIBERS/INCORPORATORS

The names and address of the subscribers to the original Articles, each of whom is at least twenty-one (21) years old and competent to contract, are as follows:

Name	Address
JOHN HOLDRETH	3762 Medford Lane Sarasota, Florida 33582
JOHNSON S. SAVARY	1671 South Drive Sarasota, Florida 34239
BERNARD W. FRANTZ	2564 Clubhouse Circle Sarasota, Florida 33582
LEONE SMITH	555 South Gulfstream Ave. Sarasota, Florida 33577

ARTICLE 8

OFFICERS

The affairs of the corporation shall be administered by the individuals holding the corporate officers as provided in the Bylaws. The officers shall be elected by the Board of Directors at its annual meeting each January and the officers may be removed by the Board of Directors at such time and in such manner as may be prescribed in the Bylaws. The Bylaws shall provide for the removal from office of officers, for filling vacancies and for the duties of each officer. The names and addresses of the current officers who shall serve until their successors are elected by the Board of Directors are as follows:

President: Brad Wilson, 3215 Pony Lane, Sarasota, FL  
34232

Vice President: Scott Merritt, 4711 Meadowview Circle,  
Sarasota, FL 34233

Secretary: Elizabeth Thomason, 6204 - 98<sup>th</sup> Street East,  
Bradenton, FL 34202

Treasurer: Ken Johns, 2217 Shadow Wood Lane, Sarasota, FL  
34240

No member or director may hold two officer positions at the  
same time.

## ARTICLE 9

### DIRECTORS

9.1 Number and Qualification: The number of Directors shall consist of seven (7) Directors. Four (4) Directors shall be elected by the Session and the remaining three (3) Directors shall be elected by the aforementioned four (4) Directors from the members of The Foundation for the Church of the Palms - Presbyterian (U.S.A.), Inc. The Bylaws may provide for ex officio and honorary Directors along with their rights and privileges.

9.2 Duties and Powers: The management of this corporation and all of the duties and powers of the corporation existing under the Act, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees.

9.3 Election; Removal: Except as hereinafter provided, Directors of the corporation shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9.4 Directors: The names and address of the members of the current Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

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Name	Address
Brad Wilson	3215 Pony Lane Sarasota, FL 34232
Scott Merritt	4711 Meadowview Circle Sarasota, FL 34233
Elizabeth Thomason	6204 - 98 <sup>th</sup> Street East Bradenton, FL 34202
Ken Johns	2217 Shadow Wood Lane Sarasota, FL 34240
Brian Miller	2251 Pine View Circle Sarasota, FL 34231
Linda Getzen	1457 Landings Circle Sarasota, FL 3431
Herb Jones	4274 Boca Pointe Drive Sarasota, FL 34238

#### ARTICLE 10

##### INDEMNIFICATION

The Corporation shall indemnify each Officer and all Directors, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act, the Florida Not For Profit Corporation Act, and the Bylaws.

#### ARTICLE 11

##### COMMENCEMENT OF CORPORATE EXISTENCE

The original Articles of Incorporation were executed on October 13, 1983, they were filed in the Office of the Secretary of State on November 7, 1983 and incorporation became in existence on November 10, 1983.



## ARTICLE 12

### NONSTOCK BASIS

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

## ARTICLE 13

### BYLAWS

The Bylaws of the corporation shall be made and adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws by the board of Directors.

## ARTICLE 14

### AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

14.1 Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

14.2 Amendments: These Articles may be amended by a majority vote of the Session of the Church of the Palms - Presbyterian (U.S.A.), Inc., and concurrently by a majority vote of the Board of Directors of this Foundation. In addition, these articles may be amended by a majority of all of the members of the Foundation represented at a meeting at which a quorum thereof has been attained.

14.3 Limitation: No amendment shall be made that is in conflict with the Act, the Bylaws or Section 501 of the Internal Revenue Code of 1986.

14.4 Recording: A copy of each amendment shall be filed with the Secretary of State pursuant to the applicable provisions of Florida law.

ARTICLE 15

RESTATEMENT

These Articles supersede and replace the original charter of the Corporation as of the date of filing this Certificate of Reincorporation and Articles of Incorporation with the Department of State of Florida.

ARTICLE 16

INITIAL REGISTERED OFFICE

AND

NAME AND ADDRESS OF REGISTERED AGENT

The registered office of this corporation shall be at 3224 Bee Ridge Road, Sarasota, Florida 34239, with the privilege of having its office and branch offices at other places within or without the State of Florida. The registered agent is Brad Wilson, 3224 Bee Ridge Road, Sarasota, Florida 34239.

We, the undersigned, being the President and Secretary of THE FOUNDATION FOR THE CHURCH OF THE PALMS - PRESBYTERIAN (U.S.A.), Inc., a Florida not-for-profit corporation, hereby certify that the following Restated Articles of Incorporation was duly adopted by the Board of Directors of the Corporation at a meeting duly held by them on the 17th day of APRIL, 2007 and adopted by the Session of the Church on the 27th day of AUGUST, 2007.

ARTICLE 17

COMPENSATION

All Officers and Directors shall serve without compensation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 25 day of September, 2007.

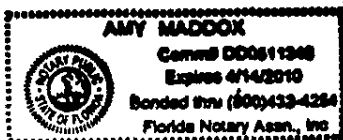
Brad D. Wilson  
President

Elizabeth L. Thomason  
Secretary

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, personally appeared Brad D. Wilson, President, and Elizabeth L. Thomason, Secretary, to me well known and know to me to be the persons described in and who executed the foregoing Restated Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 25<sup>th</sup> day of September, 2007.



Amy Maddox  
Notary Public

My Commission Expires: 4/14/2010

**REGISTERED AGENT ACCEPTANCE**

The undersigned accepts the position of registered agent for THE FOUNDATION FOR THE CHURCH OF THE PALMS - PRESBYTERIAN (U.S.A.), Inc. and states that he is familiar with the obligation of the position.

A handwritten signature in cursive script, reading "Brad Wilson", is written over a horizontal line.

Brad Wilson