

L11000140169

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

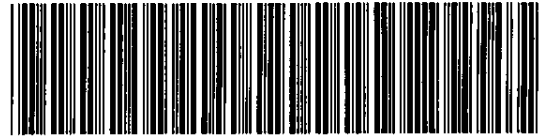
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

FF \$25.00



000216545040

02/28/12--01023--002 **25.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 FEB 28 PM 12:06

FILED

D. BRUCE

FEB 29 2012

EXAMINER

CRAMER, PRICE & de ARMAS, P.A.

ATTORNEYS AT LAW

1411 EDGEWATER DRIVE, SUITE 200
ORLANDO, FLORIDA 32804

CHARLES W. CRAMER*
R. DAVID de ARMAS
STEPHEN H. PRICE
CARRIE L. GALBRAITH**
CHAD A. SHIMEL

(407) 843-3300
FAX (407) 843-6300
WWW.CRAMPRIICE.COM

*ALSO ADMITTED IN GEORGIA

**ALSO ADMITTED IN WASHINGTON, D.C.

OF COUNSEL: PHILIP A. THARP
1939-2003

February 24, 2012

Sent Via Overnight Mail

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Amendment and Restatement of Articles of Organization for
Clear Lake Community Ministries, LLC

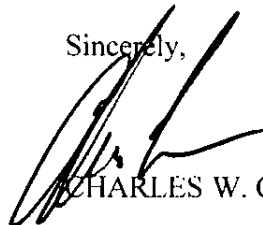
To Whom It May Concern:

I am enclosing herewith an original and a copy of the Amendment and Restatement of Articles of Organization of Clear Lake Community Ministries, LLC. Enclosed is my firm's check in the amount of \$25.00 for the filing fee.

Please file these documents on our behalf and remit the Certificate of Amendment to the undersigned.

Thank you in advance for your assistance. Do not hesitate to contact me if you have any comments or questions.

Sincerely,



CHARLES W. CRAMER

CWC/dmm

cc: Clear Lake Community, Inc.

Enclosures

FILED
12 FEB 28 PM 12:06
TALLAHASSEE, FLORIDA

RECEIVED
12 FEB 27 AM 9:30
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
CLEAR LAKE COMMUNITY MINISTRIES, LLC

Pursuant to Section 608.411, Florida Statutes, the Articles of Organization of the above named Limited Liability Company are amended and restated in their entirety and the Limited Liability Company adopts the following Amended and Restated Articles of Organization for such Limited Liability Company:

ARTICLE I: NAME

The name of this Limited Liability Company shall be Clear Lake Community Ministries, LLC.

ARTICLE II: PRINCIPAL OFFICE

The principal office and mailing address of this Limited Liability Company shall be located 3000 South John Young Parkway, Orlando, Florida 32805.

ARTICLE III: DURATION

The Limited Liability Company's period of duration is perpetual.

ARTICLE IV: MANAGEMENT

The Members or their appointees shall manage this Limited Liability Company.

ARTICLE V: ADDITIONAL MEMBERS

New members of this Limited Liability Company may only be admitted by the unanimous consent of the existing members. A member of this Limited Liability Company is prohibited from transferring its interest in this Limited Liability Company to any third parties, unless the other

12 FEB 28 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

members unanimously agree to the transfer and such transfer to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code.

ARTICLE V: LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

ARTICLE VII: LIMITATION OF PURPOSE

The purpose of the Limited Liability Company shall be the following: The purpose and scope of the Limited Liability Company shall be to engage in the business of such activities as are approved by the Members and to engage in any lawful act or activities necessary or incidental thereto, so long as the Limited Liability Company shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Service, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Service, or the corresponding section of any future federal tax code.

ARTICLE VIII: MEMBER

The members of the Limited Liability Company are:

The First Baptist Church of Orlando, Inc.
3000 South John Young Parkway
Orlando, Florida 32805
And

The Village of Orlando, Inc.
3018 Monte Carlo Trail
Orlando, Florida 32805
c/o Allen Wiggins

FILED
12 FEB 28 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX: DISSOLUTION

Upon the dissolution of the Limited Liability Company, assets of the Limited Liability Company shall be distributed to the members of the Limited Liability Company who at that time qualify for exemption under Section 501(c)(3) in proportion to their relative membership interests in the Limited Liability Company and no such entities exist then to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

ARTICLE X - AMENDMENTS

A. Operating Agreement. Amendments to the Limited Liability Company's Operating Agreement may be made at any regular business meeting or special properly called meeting of the members. Amendments shall be by a majority vote of members present and voting.

B. Articles of Organization. Amendments to the Articles of Organization may be made at any regular business meeting or special properly called meeting of the members. Amendments shall be by majority vote of members present and voting.

Pursuant to the Company's current Articles of Organization, Operating Agreement and Section 608.411, Florida Statutes, this Amended and Restated Articles of Organization was proposed to the Members of the Limited Liability Company and was approved by the Members on February 23, 2012.

FILED
12 FEB 28 PM 12:06
CLAY COUNTY OF STATE
TALLAHASSEE, FLORIDA

Clear Lake Community Ministries, LLC

By: 

Charles W. Cramer, Attorney for
Clear Lake Community Ministries, LLC

As the attorney for the Members of the Limited Liability Company, I am an authorized representative submitting these Amended and Restated Articles of Organization and affirm that the facts stated herein are true. I am aware that 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. I acknowledge that I have read the above "Notice of Annual Report" statement and understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this LLC and every year thereafter to maintain "active" status.