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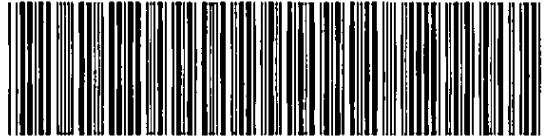
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MAY 10 2022

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FILED  
2022 APR -7 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FL

## COVER LETTER

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

SUBJECT: Ft. Myers-Naples Church, Inc.  
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

FROM: Steven D. Hall  
Name (Printed or typed)  
17310 Coloosa Trace Circle  
Address  
Fort Myers, FL 33912  
City, State & Zip  
239-229-2127  
Daytime Telephone number  
steven.d.hall@outlook.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the document.**

**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
FT. MYERS-NAPLES CHURCH, INC.**

**FILED**

2022 APR -7 PM 1:23

THE UNDERSIGNED, Samuel Hastings, of the Ft. Myers-Naples Church, Inc., a Florida not-for-profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

**ARTICLE FIRST:** The name of the Corporation is FT. MYERS-NAPLES CHURCH, INC.

**ARTICLE SECOND:** The amendment and restatement of the Articles of Incorporation of the Corporation was proposed by the Board of Trustees of the Corporation and approved by a two-thirds (2/3) majority vote of the general membership of the Congregation on March 30, 2022.

**ARTICLE THIRD:** The effective date of these First Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

**ARTICLE FOURTH:** The First Restated Articles of Incorporation shall provide as follows:

**ARTICLE I. Name**

The name of the corporation is FT. MYERS-NAPLES CHURCH, INC.

**ARTICLE II. Purposes**

The purposes for which the Corporation is organized are:

Religious and charitable purposes within the meaning of Section 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 Section 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, including engaging the services of men and women to carry out the ministry of Jesus Christ and making donations for the purposes of missionary work.

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 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 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, director, 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.

### **ARTICLE III. Powers**

The Corporation shall have all the powers granted to not for profit corporations under the law 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 Ft. Myers-Naples Church, Inc. regardless of race, nationality or sex. To attain membership an individual must subscribe to the teachings of the New Testament 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 Evangelist(s) 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 consisting of 12 consecutive months.

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 Ft. Myers-Naples Church, Inc. for any reason, or if an individual is no longer recognized as a Member by the Elders or 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 consisting of 12 consecutive months.

#### **ARTICLE V. Term of Existence**

The Corporation shall have perpetual existence.

#### **ARTICLE VI. Officers and Trustees**

The affairs of the Corporation shall be managed by a Board of Trustees consisting of not less than three (3). The number of Trustees shall be fixed in the Bylaws of this Corporation.

The officers of the Corporation shall be selected by the Board of Trustees and shall consist of a President, Vice President, Secretary and Treasurer. Each officer shall serve for a term of two (2) years, beginning the 1<sup>st</sup> day of the month immediately following his election by a majority of the Board of Trustees at the annual meeting of the Board of Trustees. Election of Officers will be held bi-annually by the Board of Trustees. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Trustees or in any office for any reason, the Board of Trustees shall fill such vacancy for the unexpired term.

#### **ARTICLE VII. Names of Officers**

The names of the officers who are to serve until the next election pursuant to these First Amended and Restated Articles of Incorporation are as follows:

<b><u>Name</u></b>	<b><u>Office</u></b>
Samuel Hastings	President
Tracey Redd	Vice-President
Richard Harrison	Treasurer

Steven Hall

Secretary

### **ARTICLE VIII. Board of Trustees**

The number of persons constituting the Board of Trustees shall be not less than three (3). The names and addresses of the persons serving as Trustees until the next election pursuant to these First Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Samuel Hastings	15248 S. Tamiami Trail, Suite 900, Fort Myers, FL 33908
Tracey Redd	15248 S. Tamiami Trail, Suite 900, Fort Myers, FL 33908
Richard Harrison	15248 S. Tamiami Trail, Suite 900, Fort Myers, FL 33908
Steven Hall	15248 S. Tamiami Trail, Suite 900, Fort Myers, FL 33908

### **ARTICLE IX. Bylaws**

The By-Laws of the Corporation shall be initially approved by a majority vote of the Board of Trustees and thereafter may be altered or rescinded by a majority vote of the Board of Trustees or a majority vote of the Members at the annual meeting of the Trustees or the Members or at a duly called meeting of the Trustees or the Members in accordance with the Bylaws.

### **ARTICLE X. Amendments to the Articles of Incorporation**

This non-profit 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 proposed either by (a) petition of twenty-five percent (25%) of the Members and approved by a two-thirds (2/3) majority vote of the Members or (b) by a majority of the Board of Trustees of the Corporation and approved by (2/3) majority vote of the Members. No amendment shall be allowed which would in any way jeopardize the Corporation's tax exemption under Section 501 of the 1954 Internal Revenue Code or its successors.

### **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 according to the provisions set forth in F.S. 617.1406. 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:

15248 S. Tamiami Trail  
Suite 900  
Fort Myers, FL 33908

The name of the registered agent is:

Tracey L. Redd

**ARTICLE XIII. Corporation's Principal Office and/or Mailing Address**

The mailing address of this corporation is:

15248 S. Tamiami Trail  
Suite 900  
Fort Myers, FL 33908

IN WITNESS WHEREOF, I have set my hand and seal on this 30<sup>th</sup> day of March, 2022.

FT. MYERS-NAPLES CHURCH, INC.

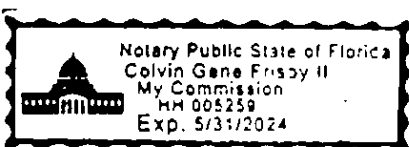
By: \_\_\_\_\_

Samuel Hastings, President

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of March, 2022 by Samuel Hastings who is personally known by me.

[Stamp]



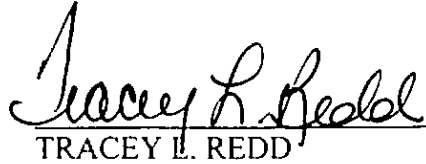
\_\_\_\_\_  
Notary Public Signature

\_\_\_\_\_  
Notary Public Printed Name

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the First Amended and Restated Articles of Incorporation of the Ft. Myers-Naples Church, Inc., I hereby accept and agree to act in this capacity.

Dated: March 30, 2022.

  
TRACEY L. REDD