

**N0000000660**

(Requestor's Name)

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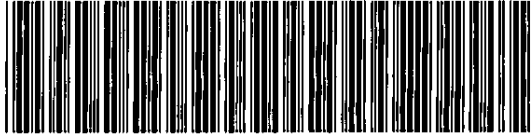
(Business Entity Name)

(Document Number)

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FILED  
07 JAN 20 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*AMENDED & RE-STATED  
[Signature]  
3/19*

**STRAYHORN & STRAYHORN, P.L.**  
A Professional Limited Liability Company  
2125 First Street, Suite 200 • Fort Myers, Florida 33901

Guy M. Strayhorn (1889-1981)  
Norwood R. Strayhorn (1911-1982)  
Guy R. Strayhorn  
E. Bruce Strayhorn, P.L.  
Richard W. Pringle, P.A.

Reply to:  
Richard W. Pringle  
P. O. Box 1545  
Fort Myers, FL 33902-1545

Telephone: 239/332-4717  
Facsimile: 239/332-4718

E-Mail: [Richard@strayhornlaw.com](mailto:Richard@strayhornlaw.com)

March 2, 2007

VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314  
ATTN: Irene Albritton, Document Specialist

RE: Christian Outreach of S.W. Florida, Inc.-Amended and Restated Articles  
of Incorporation-Re-filing

Dear Ms. Albritton:

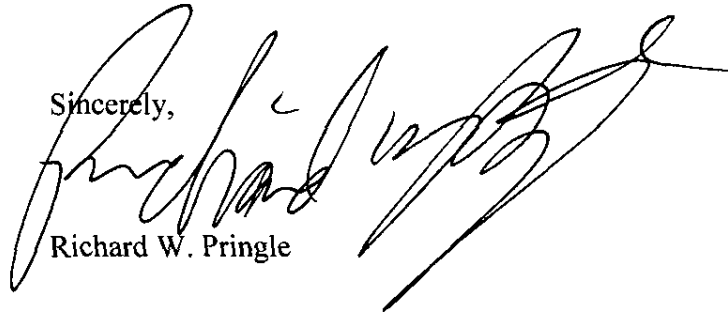
Enclosed please find for re-filing the Amended and Restated Articles of Incorporation of Christian Outreach of S.W. Florida, Inc. which have been revised as requested in your correspondence dated June 26, 2006. Through inadvertence, I mistakenly believed the revised amended Articles had been previously re-filed with the Division of Corporations.

In response to your correspondence dated June 26, 2006, please be advised that members are not entitled to vote on the proposed Amendment. Article VII regarding membership has been revised to reflect that the members have never had separate membership voting rights. Your correspondence, dated June 26, 2006, also stated that the date of the adoption of the amendment by the Board of Directors needed to be inserted. The last sentence of the amended Articles of Incorporation, which is the "IN WITNESS WHEREOF" paragraph, provides that the Board of Directors unanimously adopted the Amended and Restated Articles of Incorporation during a regular meeting of the Board of Directors held on March 21, 2006.

Division of Corporations  
Page 2 of 2  
March 2, 2007

I believe the Articles of Incorporation now satisfy your requirements. Thank you in advance for your assistance.

Sincerely,

A handwritten signature in black ink, appearing to read 'Richard W. Pringle', written over the typed name.

Richard W. Pringle

RWP/nlp  
2005136

Enclosure: Amended and Restated Articles of Incorporation (Original)

PS: If at all possible, I would appreciate you relating this re-filing of the amended Articles of Incorporation back to the original filing date of on or about June 10, 2006.

June 26, 2006

RICHARD W. PRINGLE  
P.O. BOX 1545  
FORT MYERS, FL 33902-1545

SUBJECT: CHRISTIAN OUTREACH OF S.W. FLORIDA, INC.  
Ref. Number: N00000006660

We have received your document for CHRISTIAN OUTREACH OF S.W. FLORIDA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6964.

Irene Albritton  
Document Specialist Letter Number: 506A00042293  
Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida  
32314

+ NEXT, - PREV, 1. MENU, 2. FILING, 3. OFFICERS  
7. LIST, 8. NEXT FILING ON LIST, 9. PREV FILING ON LIST  
ENTER SELECTION AND CR:

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CHRISTIAN OUTREACH OF S.W. FLORIDA, INC.  
(A Corporation Not-for-Profit)**

FILED  
01 JAN 20 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, this Florida Not-for-Profit Corporation hereby amends and restates the Articles of Incorporation.

The Articles of Incorporation for Christian Outreach of S.W. Florida, Inc. shall be deleted in their entirety and restated as follows:

**ARTICLE I  
Name**

The name of the corporation shall be:

**CHRISTIAN OUTREACH OF S.W. FLORIDA, INC.**

**ARTICLE II  
Address and Place of Business**

The principal place of business and the mailing address for the corporation is:

**CHRISTIAN OUTREACH OF S.W. FLORIDA, INC.  
8191 College Parkway  
Fort Myers, Florida 33919**

**P.O. Box 61916  
Fort Myers, Florida 33906**

**ARTICLE III  
Period of Duration**

The corporation shall begin existence on the day of initial filing, and shall continue into perpetuity, or until dissolved in a manner provided by law.

## **ARTICLE IV**

### **Purposes and Activities**

This corporation is organized and shall be operated exclusively for charitable, religious, educational, literary, and scientific purposes, within the meaning of Sections 170(c)(2) and 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 "Code"). Within the limitations established by the preceding sentence, this corporation is organized and shall be operated primarily to unite business people through their faith in Jesus Christ to appropriate resources to meet the needs of others to the glory of God and to do any and all things permitted by law to be done by corporations not for profit under Chapter 617 of the Florida Statutes.

## **ARTICLE V**

### **Powers**

This corporation shall have and exercise only such powers as are required by and are consistent with the purposes enumerated in Article IV above. Within these limitations, this corporation may acquire and receive property of every kind by any legal means, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise, and whether in trust or otherwise; own, hold, manage, expend, and make gifts, grants, and contributions of, and convey, transfer, and dispose of any property and the income thereof to further any of the purposes of this corporation; lease, mortgage, or encumber, any such property; and exercise any and all other powers that are consistent with the foregoing purposes and that are afforded to this corporation under Chapter 617 of the Florida Statutes.

## **ARTICLE VI**

### **Restrictions**

Notwithstanding any other provisions of these Articles, the restrictions set forth in this Article VI shall govern the activities of this corporation. This corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members, and no part of the net income or net

earnings of this corporation shall, directly or indirectly, inure to the benefit of or be distributed to any member, director, officer or other private individual. This corporation shall not lend any of its assets to any officer, director, or member of this corporation, or guarantee to any person the payment of a loan by any officer, director, or member of this corporation. Nonetheless, this corporation may pay reasonable compensation for services rendered and for supplies furnished to this corporation in furtherance of the purposes set forth in Article IV above.

This corporation shall not, as a substantial part of its activities, attempt to influence legislation by propaganda or otherwise. This corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (whether the publishing or distributing of statements or otherwise).

In the event of dissolution, the residual assets of the organization will be turned over 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 of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

## **ARTICLE VII**

### **Membership**

At all times the members of the Corporation shall be all of the members of the Board of Directors; however, there shall not be separate membership voting rights and all voting rights shall be vested in the Board of Directors of this corporation. The members of the Corporation have never had separate membership voting rights on any matter including this Amendment of the Articles of Incorporation.

## **ARTICLE VIII**

### **Board of Directors**

All corporate powers shall be exercised by or under the authority of, and the business affairs of the corporation shall be vested in and managed under the direction of its Board of Directors, subject to any limitations set forth. This corporation shall have not less than three (3) members and not more than twenty-five (25) members of its Board of Directors. The Bylaws of this corporation shall specify the qualifications, term of office, method of election, powers, authority, and duties of the directors of this corporation, the time and place of their meetings, and

such other provisions with respect to them as are not inconsistent with the expressed provisions of these Articles of Incorporation.

The names and addresses of the current members of the Board of Directors are:

1. David Moreland 7811 University Pointe Drive  
Suite 100  
Fort Myers, FL 33907
2. Cathy Madigan Eagle 4134 Erindale Drive  
North Fort Myers, FL 33903
3. Glenn Black 8191 College Parkway  
Suite 206  
Fort Myers, FL 33919
4. Janet Moore 13515 Bell Tower Drive  
Fort Myers, FL 33907
5. Mark "Fritz" Forster 2104 Del Prado Blvd.  
Cape Coral, FL 33990
6. Phillip Rice 8901 Quality Ct.  
Bonita Springs, FL 34135
7. Richard Pringle P.O. Box 1545  
Fort Myers, FL 33902-1545
8. Ted Lyke 16521 San Carlos Blvd  
Suite 103C  
Fort Myers, FL 33908
9. Sharon Heston 154 Elephant Way  
North Fort Myers, FL 33903
10. William Schroeder 13099 US 41 SE  
Suite 415  
Fort Myers, FL 33907
11. Mike Strayhorn 1520 Royal Palm Square Blvd  
Suite 240  
Fort Myers, FL 33919



12. Jeanne Sweeney 8191 College Parkway  
Suite 205  
Fort Myers, FL 33919
13. Wendell Williams 14180 Metropolis Avenue  
Fort Myers, FL 33912
14. Mona Hilton 2161 McGregor Blvd.  
Suite E  
Fort Myers, FL 33901
15. Gayle Morici 16700 Bass Road  
Fort Myers, FL 33908
16. Jerald Wallace 9111 West College Parkway  
Fort Myers, FL 33919
17. John Spence 7290 College Parkway  
Suite 306  
Fort Myers, FL 33907
18. Steve Zahorian 13099 US 41 SE, 2<sup>nd</sup> Floor  
Fort Myers, FL 33907
19. John Moran P.O. Box 150159  
Cape Coral, FL 33915

**ARTICLE IX**  
**No Personal Liability**

The officers, directors and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation, nor shall any property of any officer, director or member be subject to the payment of the debts or obligations of the corporation.

**ARTICLE X**  
**Capital Stock**

This corporation shall have no capital stock, either authorized or issued.

— — —

**ARTICLE XI**  
**Bylaws**

The By-Laws of this corporation shall be proposed by the Board of Directors and adopted by the Board of Directors. Amendments to the By-laws shall require the approval of a super majority vote (75%) of all of the members of the Board of Directors of this corporation to be effective.

**ARTICLE XII**  
**Dissolution**

This corporation may be dissolved in accordance with the Laws of the State of Florida. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article XII, any remaining property shall be distributed to one or more organizations that are exempt from federal income taxation under 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or to the United States government, or to the State of Florida, or any political subdivision or agency of the State for exclusively public purposes, all in such proportions as shall be determined: (i) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the State of Florida then in existence to be conducted under court supervision, or (ii) by a court of competent jurisdiction if the dissolution of this corporation is required by the Laws of the State of Florida then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary contained in this Article XII, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, conditions, or limitations, provided that such assets shall not be distributed to the corporation's members, directors or officers.

**ARTICLE XIII**

**Initial Management**

The names of the officers who have managed and who shall continue to manage all of the affairs of this corporation until the next election of officers are as follows:

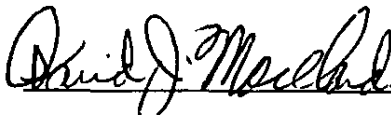
David Moreland	President/ Chairman	7811 University Pointe Drive Suite 100 Fort Myers, FL 33907
Mark Forster	Vice President/ Vice Chairman	2104 Del Prado Blvd. Cape Coral, FL 33990
Wendell Williams	Treasurer	14180 Metropolis Ave. Fort Myers, Florida
Janet Moore	Secretary	13515 Bell Tower Drive Fort Myers, FL 33907

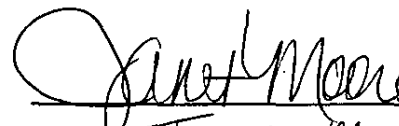
**ARTICLE XIV**

**Registered Agent**

The street address of the initial registered office of the corporation is: 8191 College Parkway, Fort Myers, Florida 33919, and the name of the current registered agent at that address is Jeanne Sweeney.

IN WITNESS WHEREOF, the undersigned, as the current elected president and secretary of **Christian Outreach of S.W. Florida, Inc.**, have executed these Articles of Incorporation this 21 day of March, 2006, pursuant to the authority granted by a duly made and seconded motion to amend and restate the Articles of Incorporation as provided herein above which was unanimously adopted during a regular meeting of the Board of Directors held on March 21, 2006.

  
\_\_\_\_\_  
President  
DAVID J. MORELAND  
Print Name

  
\_\_\_\_\_  
Secretary  
Janet Moore  
Print Name