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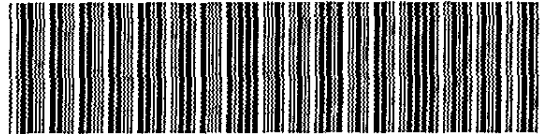
(Business Entity Name)

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03 APR 28 PM 3:27

CLERK OF STATE
TALLAHASSEE, FLORIDA

Amber P. ...

**LAW OFFICES
OF
STEPHEN G. WATTS**

**809 Druid Rd. East
Clearwater, Florida 33756**

**phone: (727)461-3232
fax: (727)441-8048
email: wattslaw@gte.net**

April 8, 2003

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

RE: Grace Bible Church of Pinellas, Inc.

Ladies and Gentlemen:

Enclosed you will find the Amendment and Restatement of Articles of Incorporation of Grace Bible Church of Pinellas, Inc.

You will also find a check in the amount of \$35.00 to file the same.

If you need anything further or have any questions, please do not hesitate to call.

Sincerely yours,



Sherrie A. Brewer, Paralegal



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 22, 2003

LAW OFFICES OF STEPHEN G. WATTS
% SHERRIE BREWER
809 DRUID RD., EAST
CLEARWATER, FL 33756

RESUBMIT
Please give original
submission date as file date.

SUBJECT: GRACE BIBLE CHURCH OF PINELLAS, INC.
Ref. Number: N02000006882

We have received your document for GRACE BIBLE CHURCH OF PINELLAS, 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):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains 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 was 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) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 603A00024188



CORPORATION SERVICE COMPANY™

NO2000006882

ACCOUNT NO. : 072100000032

REFERENCE : 071468 122370A

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Figueroa

ORDER DATE : April 28, 2003

ORDER TIME : 11:09 AM

ORDER NO. : 071468-015

CUSTOMER NO: 122370A

CUSTOMER: Cynthia Cox, Legal Asst
Stephen G. Watts, P.a.
809 Druid Road

Clearwater, FL 33756

DOMESTIC AMENDMENT FILING

NAME: GRACE BIBLE CHURCH OF
PINELLAS, INC.

EFFECTIVE DATE:

 ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

RECEIVED
28 APR 28 11:11:58
STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE

AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF

GRACE BIBLE CHURCH OF PINELLAS, INC.
NOT FOR PROFIT

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

This restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

ARTICLE II

The name of this corporation is: **GRACE BIBLE CHURCH OF PINELLAS, INC..**

The principal place of business of this corporation shall be 222 Lincoln Ave. South, Clearwater, FL 33756.

ARTICLE III

The Corporation is a not for profit corporation and shall not have all of the powers, duties, authorizations, and responsibilities as provided in the Florida Not For Profit Corporation Act. 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 of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Code").

ARTICLE II

The corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(3) (c) of the Code. Within the scope of the foregoing purposes, the Corporation is organized and shall be operated specifically to provide of charitable support to individual persons in crisis or with special needs who are eligible recipients of such support under Section 501(3)(c) of the Code and to charitable organizations which are exempt from federal income taxation, described in Section 501(3)(c).

Solely for the above purposes, this corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, and to use, apply, vest and reinvest the principal, and/or income therefore or to distribute the same for the above purposes.

ARTICLE V

The membership of this corporation shall be Reverend Derek J. Donahue Neymour, Sr., Richard B. Greene and Shirley Myers, and such other persons as from time to time may become members as regulated by the By-Laws.

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TALLAHASSEE, FLORIDA

ARTICLE VI

No substantial part of the activities of Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as permitted by Section 501(h) of the Code), and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VII

Notwithstanding any other provision of these Articles of Incorporation, if this Corporation shall be, or shall be deemed to be, a private foundation as described in Section 509(a) of the Code, then (a) the Corporation shall make distributions in each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and (b) the Corporation is expressly prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code and from making any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VIII

The name and address of the subscriber to these Articles is: RICHARD B. GREENE

ARTICLE IX

This corporation is to exist perpetually.

ARTICLE X

The business of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than three (3). The Board of Directors shall be empowered to direct the management of the business and the affairs of this corporation and to exercise all rights and powers granted in this corporation under these Articles and under the laws of the State of Florida.

The Board of Directors shall be elected and hold office in accordance with the By-Laws.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

Rev. Derek J. Donahue Neymour, Sr. – 222 Lincoln Avenue S., Clearwater, FL 33756.

Richard B. Greene-5430 Lemon Tree Lane, Pinellas Park, FL 33682

Shirley Myers-2534 Esecancia Blvd., Clearwater, FL 33761

paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes."

In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provision is made therefore, the Board of Directors shall recommend, and the members shall adopt, a plan for the distribution of the remaining assets of the Corporation to or for the benefit of one or more organizations that are organized and operated exclusively for religious, charitable, or educational purposes, and that are exempt from federal income tax under Section 501(3)(c) of the Code. Any of such assets not so disposed of shall be disposed of shall be disposed of by the Probate Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes. No director or officer of the Corporation and no private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set his hand and seal on this 7 day of April 2003.


RICHARD B. GREENE, Incorporator

ACKNOWLEDGEMENT OF REGISTERED AGENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said ARTICLE XI relative to keeping open said office.


RICHARD B. GREENE,
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7 day of April, 2003, by RICHARD B. GREENE, Incorporator of the corporation, and RICHARD B. GREENE, Registered Agent of the corporation, who are personally known to me and who did not take an oath.


Sherrie A. Brewer, Notary Public

Seal:



Sherrie A. Brewer
Commission # DD141562
Expires Aug. 12, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

ARTICLE XI

The officer of the Corporation shall be President, Secretary and such other officers as may be provided in the By-Laws.

The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President-**Rev. Derek J. Donahue Neymour, Sr.**
Secretary-**Shirley Myers**
Treasurer-**Richard B. Greene**

ARTICLE XII

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

The By-Laws of this corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of such Directors. The By-Laws may be amended or repealed by the affirmative vote of two-thirds 2/3 of a quorum of the Board of Directors at a meeting of the Board of Directors or by written consent thereto by two-thirds (2/3) of the Board of Directors. Amendments to the Articles of Incorporation or By-Laws must also be approved by the members.

ARTICLE XIII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Board of Directors or by written consent thereto by two-thirds (2/3) of the Board of Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE XV

The street address of the initial registered office of this corporation shall be: 5430 Lemon Tree Lane, Pinellas Park, FL 33782 and the name of the initial registered agent of the corporation at that address is RICHARD B. GREENE.

ARTICLE XVI

"No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual; provided, however, that reasonable compensation may be