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FAX NO. 9415759296

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Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**ARTICLES OF RESTATEMENT****OF****FIRST ALLIANCE CHURCH OF PORT CHARLOTTE, INC.  
(Florida Not For Profit)**

I, the undersigned, as President of the above-referenced corporation established under Chapter 617, Florida Statutes (the Florida Not For Profit Corporation Act) does hereby state on behalf of the Corporation that the Governing Board, which acts as the Board of Directors for this corporation, did adopt these Articles of Restatement and file them pursuant to Florida Statute 617.1007(2010) intending that they supersede the original Articles of Incorporation filed on December 12, 2002 and the text of these Articles of Restatement is as follows:

**ARTICLE I  
NAME**

The name of the corporation is **FIRST ALLIANCE CHURCH OF PORT CHARLOTTE, INC.**, (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office of the Corporation is 20444 Midway Boulevard, Port Charlotte, Florida 33952. The mailing address of the Corporation is also 20444 Midway Boulevard, Port Charlotte, Florida 33952.

**ARTICLE III  
EFFECTIVE DATE AND DURATION**

The existence of the Corporation shall be deemed to have begun on December 12, 2002, the date of filing with the Department of State, Division of Corporations, State of Florida, and the term of duration of the Corporation shall be perpetual.

**ARTICLE IV  
NON-PROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, and shall have all of the powers, duties, authorizations and responsibilities as provided therein. 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, (the "Internal Revenue Code") or the corresponding provisions of any subsequent federal tax laws. The Corporation shall be the successor to an

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unincorporated religious organization named FIRST ALLIANCE CHURCH OF PORT CHARLOTTE, established in August 25, 1995, located in Port Charlotte, Florida, which was an unincorporated nonprofit association due to an administrative dissolution of the previous FIRST ALLIANCE CHURCH OF PORT CHARLOTTE, INC. which was originally incorporated in May 14, 1965. The undersigned has been authorized by the Board of Governors to execute these Articles of Restatement.

## **ARTICLE V**

### **PURPOSES AND POWERS**

#### **Section 1     Purposes**

- (a) The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws. In furtherance of such purposes, the Corporation shall be for the worship of Almighty God according to the teaching of the Word of God, the Bible, to conduct public services, and to preach the Gospel for the salvation of the lost everywhere; to teach believers the Word of God for their edification, and to train them for definite, effective, and active service; and, to urge all believers to engage in greater depths of prayer, a constant separated life, and a complete surrender to the will of God.
- (b) The Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of the Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws.

#### **Section 2     Powers**

- (a) In furtherance of the foregoing purposes and objectives and subject to the restrictions set forth in Section 3 below, the Corporation shall have and may exercise all of the powers set forth in Chapter 617, Florida Statutes (the Florida Not For Profit Corporation Act), as it now exists or as it may hereafter be amended, and as provided in the bylaws of the Corporation, and may do everything necessary or convenient for the accomplishment of any of the corporate purposes.

#### **Section 3     Restrictions on Powers**

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The powers of the Corporation to promote the purposes set out above are restricted in the following manner:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the incorporators, any member, director or officer of the Corporation, or any other individual, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles.
- (b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, 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.
- (c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws.
- (d) In the event the Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws; or (iv) making any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws.
- (e) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the

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Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

- (f) Any and all property, both real and personal, which may be owned by the Corporation, is and shall always be exclusively and irrevocably dedicated to the exempt purposes of the Corporation. On dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to the appropriate district of The Christian and Missionary Alliance, a Colorado not for profit corporation if still in existence at such time and qualifies as a charitable organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws. If not, then to a charitable organization qualified under Section 501(c)(3) which is closest in geography and mission to this entity.
- (g) All references in these Articles of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE VI**

#### **INCORPORATORS**

The names and addresses of the original incorporators of the Corporation are stated in the Articles of Incorporation dated December 12, 2002 and same are incorporated herein by reference only to establish that the corporation was established properly but are not listed here now as the corporation is already in existence.

#### **ARTICLE VII**

#### **DENOMINATIONAL AFFILIATION**

The government of the Corporation is vested in its members subject to the provisions set forth in the bylaws of the Corporation. Except to the extent stated in its by-laws, it is subject to the control of no other ecclesiastical body, but it recognizes the need for mutual counsel and cooperation which are common among Christian and Missionary Alliance churches. The Corporation shall be affiliated with, and act in cooperation with, The Christian and Missionary Alliance, a Colorado not for profit Corporation and its District offices.

#### **ARTICLE VIII**

#### **BOARD OF DIRECTORS**

- (a) Board of Directors. The legal affairs of the Corporation shall be conducted by the Board of Governors, subject to the bylaws of the Corporation. The number of members of the Board of Governors, their classifications, if any, their terms of office and the manner of their selection or appointment shall be determined according to the bylaws of the Corporation, but in no event shall there be less than

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three (3) members of the Board of Governors. There have never been less than three such members serving.

- (b) Liability. The Corporation may indemnify its directors, officers, employees, agents or fiduciaries in their capacity as such to the fullest extent permitted by Florida Law and as may be further set forth in the bylaws of the Corporation.

**ARTICLE IX**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is 20444 Midway Boulevard, Port Charlotte, Florida 33952. The name of the registered agent at that address is Debra L. Belvitch.

**ARTICLE X**  
**MEMBERSHIP**

Membership in the Corporation shall be allowed as set forth in the bylaws of the Corporation.

**ARTICLE XI**  
**AMENDMENT**

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members of the Corporation in the bylaws or by Florida Law are granted subject to this reservation.

**EXECUTION**

IN WITNESS WHEREOF, the undersigned President has executed these Articles of Restatement this 21 day of December, 2010 and there were no members required to vote on these Articles of Restatement and that the Board of Governors has adopted same.

  
\_\_\_\_\_  
William S. Borden, President

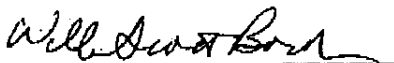
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**CERTIFICATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That FIRST ALLIANCE CHURCH OF PORT CHARLOTTE, INC., a not for profit corporation duly organized and existing under the laws of the State of Florida, with its registered office being 20444 Midway Boulevard, Port Charlotte, Florida 33952, has named DEBRA L. BELVITCH as its registered agent to accept service of process within this State.

  
William S. Borden, President

Date: December 21, 2010

**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent to accept service of process for FIRST ALLIANCE CHURCH OF PORT CHARLOTTE, INC., at the place designated in these Articles of Incorporation, I accept the appointment as the registered agent. I am familiar with and accept the obligations of the position of registered agent and agree to act in this capacity for FIRST ALLIANCE CHURCH OF PORT CHARLOTTE, INC.



DEBRA L. BELVITCH  
Registered Agent

Date: December 21, 2010

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