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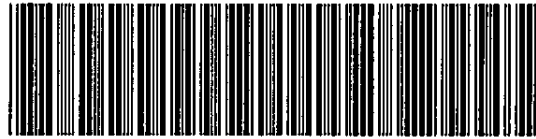
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TALLAHASSEE, FLORIDA

SP

AKERS & BOSWELL, P.A.

ATTORNEYS AT LAW

1601 Belvedere Road, Suite 106-E

West Palm Beach, Florida 33406-1543

Tel. 561-547-6300 Fax 561-828-9212

Internet/E-Mail:  
www.akers-boswell.com

Of Counsel:  
Bruce D. Berger  
Harriet Rae Freeman

April 30, 2007

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Restated and Amended Articles of Incorporation of  
the First Baptist Church of Lake Worth, Florida, Inc.

To Whom It May Concern:

Please find enclosed the original and three copies of the Restated and Amended Articles of Incorporation of the First Baptist Church of Lake Worth, Florida, Inc. and my firm's check in the amount of \$61.25 to cover the filing fee and certified copy charges. Should you have any questions or require any additional information please do not hesitate to call me.

Sincerely,



Don R. Boswell

DRB:lms  
Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** FIRST BAPTIST CHURCH OF LAKE WORTH, FLORIDA, INC.

**DOCUMENT NUMBER:** N04000000166

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DON R. BOSWELL

(Name of Contact Person)

AKERS & BOSWELL, P.A.

(Firm/ Company)

1601 BELVEDERE ROAD, SUITE 106-E

(Address)

WEST PALM BEACH, FL 33406

(City/ State and Zip Code)

For further information concerning this matter, please call:

DON R. BOSWELL

(Name of Contact Person)

at ( 561 ) 547-6300

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
3 Certified Copy */ps*  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RESTATED AND AMENDED ARTICLES OF INCORPORATION OF  
THE FIRST BAPTIST CHURCH OF LAKE WORTH, FLORIDA, INC.,**

**A FLORIDA NOT-FOR-PROFIT CORPORATION**

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the following Restated Articles of Incorporation supercede the original Articles of Incorporation, as amended, and are adopted by the undersigned Corporation as required by law.

**ARTICLE I**

**Name and Location of Principal Office**

The name of the Corporation is "The First Baptist Church of Lake Worth, Florida, Inc." Its principal office is located at 127 South M Street, Lake Worth, Florida 33460. It shall be referred to hereinafter as the "Church."

**ARTICLE II**

**Term**

The Church shall exist perpetually until dissolved by due process of law.

**ARTICLE III**

**Corporate Purposes**

The general purposes for which this Church has been organized are exclusively for charitable, religious, literary, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and to engage in any lawful act or activity as allowed under the Florida law governing not-for-profit corporations.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The specific purposes for which this Church has been organized are to further the Gospel of the Lord Jesus Christ, to provide a place of worship, and to minister to the spiritual needs of its members and the community.

#### ARTICLE IV

##### Corporate Powers

The Church shall have all the powers conferred by the Florida not-for-profit Corporation Act, Chapter 617, Florida Statutes, which are necessary, incidental, or convenient to the purposes of the Church as herein stated.

#### ARTICLE V

##### Activities Not Permitted

No part of the net earnings or receipts of the Church shall inure to the benefit of, or be distributable to its Members, Deacons, Officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Church shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any Candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a Corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or
- (b) by a Corporation, contributions to which are not deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

## ARTICLE VI

### Dedication of Assets

#### Dissolution and Distribution of Assets

The assets of the Corporation are irrevocably dedicated to the purposes set forth herein. In the event of dissolution of this Church, or in the event this Church shall cease to exist, the assets of the Church shall be distributed as directed by the Executive Council to pay all legitimate debts of the corporation. Should there be any remaining funds or assets, they will be donated to other charitable not-for-profit organizations as the Executive Council shall deem fit and worthy and in keeping with the Christian mission of this organization, and that meet the criteria described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code.

## ARTICLE VII

### Management of Corporate Affairs

(A) Executive Council. All corporate powers of the Church shall be exercised, its properties controlled, and its affairs conducted by an Executive Council, unless otherwise set forth in the Church's Bylaws. The Executive Council shall exercise such authority as generally exercised by a Board of Directors in governing the business affairs of a Florida not-for-profit corporation. The method of selection of the Executive Council and their terms of office shall be set forth in the Bylaws of this Church. There shall be a minimum of three members, with such additional members as provided for in the Bylaws.

Any action required or permitted to be taken by the Executive Council acting as a Board of Directors under any provision of law may be taken without a meeting if a two-thirds majority of members of the Executive Council (as defined in the Bylaws) shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Council and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Council. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the

action was taken by written consent of at least two-thirds of the active members of the Executive Council without a meeting and that the Articles of Incorporation and Bylaws of the Church authorize the Executive Council to so act. Such a statement shall be *prima facie* evidence of such authority.

(B) Officers: The Officers of the Church shall be as follows: Senior Pastor, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.

(C) Limitation on Authority to Exercise Corporate Power: No real property may be transferred or any contract or commitment entered into affecting title to real property without prior approval of the members of the Church voting at a business meeting or a meeting called for that purpose. Otherwise, any contract may be entered into by the Senior Pastor with approval of the Executive Council. The Executive Council and Officers are not authorized to take any action that is in violation of the laws of Florida, in violation of these Restated Articles of Incorporation or the Bylaws of this Church, or that would jeopardize the status of the Church as a not-for-profit corporation or as a charitable organization under the laws of the Internal Revenue Code.

## ARTICLE VIII

### Indemnification

Every person who now is or hereafter shall be a member of the Executive Council or Officer of the Church shall be indemnified by the Church against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of his or her being or having been a member of the Executive Council or Officer of the Church (whether or not he or she is a member of the Executive Council or Officer of the Church at the time he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him or her) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such Council member or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

## ARTICLE IX

### Membership

The Membership of the Church shall be open to all persons who profess faith in Jesus Christ without regard to race, gender, age, national origin, language, disability, or marital status. Any person professing faith in the Lord Jesus Christ as his or her Savior and declaring it as his or her purpose to follow Him as His disciple may be received through baptism, by letter, or by statement into full membership of this church upon approval of a majority of the active members present and voting.

Membership may be "Active" or "Inactive." The Church shall in its Bylaws set forth terms and conditions of active membership to distinguish "Active" from "Inactive" member status. The Church Secretary shall maintain a record of the names and addresses of all active Members of the Church. All Members of the Church in active status shall be entitled to vote on matters of Church business. Members in inactive status shall not be allowed to vote on church business.

## ARTICLE X

### Bylaws

The Executive Council of the Church or any active member may propose such Bylaws for the conduct of the business of the Church and the carrying out of its purposes as may be deemed necessary from time to time. Upon notice properly given, the Bylaws may only be amended, altered or rescinded by a two-thirds vote of the members of the Church present at a regular business meeting or a Special Meeting called for that purpose, provided that the proposed amendment does not conflict with the Restated Articles of Incorporation or the laws of the State of Florida governing not-for-profit corporations, or that would be in conflict with the requirements of the Internal Revenue Code providing for charitable status under 501(c)(3) or the corresponding section of any future Federal Tax Code.



## ARTICLE XI

### Amendments to Articles of Incorporation

An amendment to these Restated Articles of Incorporation may be proposed by any Member of the Church, but such amendment may be adopted only after receiving an affirmative vote of two-thirds majority of the Executive Council and an affirmative vote of two-thirds of the members of the Church voting at a regular business meeting or meeting called for that purpose, provided that such amendments do not conflict with the laws of the State of Florida governing not-for-profit corporations, or that would be in conflict with the requirements of the Internal Revenue Code providing for charitable status under 501(c)(3) or the corresponding section of any future Federal Tax Code.

## ARTICLE XII

### Registered Office and Registered Agent

The name and addresses of the Registered Office and Registered Agent of the Corporation are:

Registered Office:           127 South M Street  
Lake Worth, Florida 33460

Registered Agent:           Glenda Davis  
127 South M Street  
Lake Worth, Florida 33460

IN WITNESS WHEREOF, the undersigned have signed, subscribed and acknowledged that these Restated Articles of Incorporation were adopted and approved by a unanimous vote of the members of the Church at its business meeting scheduled for that purpose on the 4th day of April 2007 in Lake Worth, Florida.

ATTEST: THE FIRST BAPTIST CHURCH OF LAKE WORTH, FLORIDA, INC.:

By

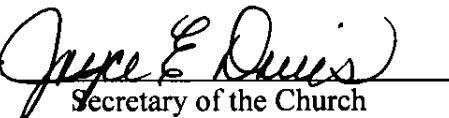
  
Chairman of the Executive Council

CERTIFICATE OF THE SECRETARY

The undersigned hereby certifies that these Restated Articles of Incorporation of The First Baptist Church of Lake Worth, Florida, Inc., were adopted on this 4th day of April 2007 in Lake Worth, Florida, by a more than two-thirds vote of the Membership after proper notice and being present at a regular Business Meeting called for the purpose of adopting these Restated Articles of Incorporation, as submitted in writing to the Membership for their consideration prior to their adoption, as required by Section 617.1002 of the Florida Statutes.

ATTEST: THE FIRST BAPTIST CHURCH OF LAKE WORTH, FLORIDA, INC.

By

  
Secretary of the Church

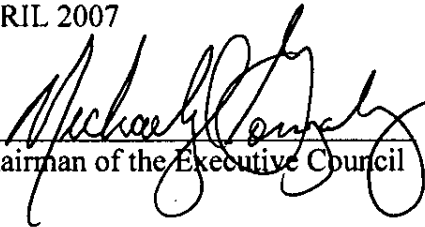
SEAL

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statute, Section 617.0501, the following is submitted:

THE FIRST BAPTIST CHURCH OF LAKE WORTH, FLORIDA, INC., has designated 127 South M Street, Lake Worth, Florida 33460 as it's Registered Office and has named Glenda Davis located at said address as its Registered Agent.


DATED THE 4TH DAY OF APRIL 2007

  
Chairman of the Executive Council

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as Registered Agent.

DATED THE 4TH DAY OF APRIL 2007

  
Glenda Davis  
127 South M Street  
Lake Worth, Florida 33460