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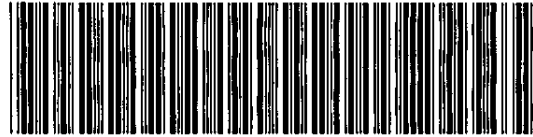
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MIDWAY BAPTIST CHURCH OF MAYO, FLORIDA, INC.

DOCUMENT NUMBER: N04000000494

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

Please return all correspondence concerning this matter to the following:

CHARLES K. THOMAS

(Name of Contact Person)

(Firm/ Company)

1100 SE KOMONDOR ROAD

(Address)

BRANFORD, FLORIDA 32008

(City/ State and Zip Code)

DARTBLESSED@WINDSTREAM.NET

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DANIEL ROGERS

(Name of Contact Person)

at (**386**) **935-4993**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

**MIDWAY BAPTIST CHURCH OF MAYO, FLORIDA, INC.
(Florida Not For Profit)**

These Amended and Restated Articles of Incorporation, as authorized and adopted by the members and Board of Directors of MIDWAY BAPTIST CHURCH OF MAYO, FLORIDA, INC., a Florida Not For Profit corporation (hereinafter the "Corporation"), are hereby filed in compliance with Chapter 617, Florida Statutes, and pursuant to Sections 617.1001, 617.1002, and 617.1007, Florida Statutes.

The Articles of Incorporation of the Corporation are amended and restated in full to read as set forth below.

**ARTICLE I
NAME**

The name of the corporation is **MIDWAY BAPTIST CHURCH OF MAYO, FLORIDA, INC.** (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the Corporation is 3407 SE CR 405, Mayo, Florida 32066. The mailing address of the Corporation is P.O. BOX 438, Mayo, Florida 32066.

**ARTICLE III
EFFECTIVE DATE AND DURATION**

The existence of the Corporation shall begin on January 8, 2004 (the date of filing of the original Articles of Incorporation 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 unincorporated religious organization named Midway Baptist Church (of Mayo), established in 1856 in Mayo, Florida, which was an unincorporated nonprofit association. The incorporators were authorized to execute the Articles of Incorporation by the consent of a majority of the members of the unincorporated association.

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 exist to maintain worship; to exalt the Christian standard of living; and, under the divine leadership of our Lord and Savior Jesus Christ, to cooperate in promoting the Christian fellowship and in extending the Kingdom of God throughout the earth.
- (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**

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 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 Lafayette Baptist Association, if said organization is 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, at such time, and, if not, then to the Florida Baptist Convention, if said organization is 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, at such time. If not, then the assets of the Corporation shall be distributed to a charitable organization that qualifies under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent federal tax laws, at such time, as determined by the then acting Board of Directors of the Corporation.
- (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 (as of date of initial incorporation) of the original incorporators of the Corporation are:

James A. Broughton
235 SE DAD Waldron Road
Mayo, Florida 32066

Weyman D. Funderburk
210 SE Wayfare Road
Mayo, Florida 32066

Michael D. Hicks
P.O. Box 342
Mayo, Florida 32066

Sharold P. Morgan
619 NE Sunrose Road
Mayo, Florida 32066

Shon V. Spikes
714 SE Gobbler Road
Branford, Florida 32008

Tim Walker
1551 SE CR 355
Mayo, Florida 32066

Windon Walker
P.O. Box 434
Mayo, Florida 32066

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. 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 Baptist churches. The Corporation shall be affiliated with, support, and act in cooperation with, the Lafayette Baptist Association, the Florida Baptist Convention, and the Southern Baptist Convention.

ARTICLE VIII
BOARD OF DIRECTORS

(a) Board of Directors. The legal affairs of the Corporation shall be conducted by the Board of Directors, subject to the bylaws of the Corporation. The number of directors, 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 three (3) directors. The Initial Board of Directors shall serve until the first annual meeting of the members of the Corporation, or until the respective Directors' successors have been elected and qualified as provided for in the bylaws of the Corporation.

(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 1100 SE Komondor Road, Branford, Florida 32008. The name of the initial registered agent at that address is Charles K. Thomas.

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 in the bylaws of the Corporation, and all rights conferred upon members of the Corporation in the bylaws or by Florida Law are granted subject to this reservation.

**STATEMENT OF ADOPTION BY BOARD OF DIRECTORS
AND VOTE OF MEMBERS**

These Amended and Restated Articles of Incorporation were adopted by resolution of the Board of Directors of the Corporation on the 20th day of October, 2013, and have been approved and adopted by the consent of the majority of members of the Corporation (the number of votes cast by the members was sufficient for said approval) on the date set forth below.


EXECUTION

IN WITNESS WHEREOF, the undersigned, acting on the authority and direction of the Board of Directors, and as approved by the consent of the majority of the members, of the Corporation, has executed these Amended and Restated Articles of Incorporation this 23rd day of October, 2013.


Windon Walker
Chairman of the Board of Directors

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for MIDWAY BAPTIST CHURCH OF MAYO, FLORIDA, INC., at the place designated in these Amended and Restated 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.


Charles K. Thomas
Registered Agent

Date: 10/23/2013