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TALLAHASSEE, FLORIDA

TH 2/13/04

MARVIN I. WIENER, P.A.

ATTORNEY AT LAW

SUITE 800

2121 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134-5285

MARVIN I. WIENER
BOARD CERTIFIED IN
WILLS, TRUSTS & ESTATES

TELEPHONE (305) 445-8888
FACSIMILE (305) 445-8887
E-MAIL: MIWPA9000@AOL.COM

February 10, 2004

Ms. Bobbie Cox
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Reinstatement and Reincorporation of Highland Park Baptist Church, Inc.

Dear Ms. Cox:

Enclosed please find:

1. Application for Reinstatement and Reincorporation of Highland Park Baptist Church, Inc. Attached to the application are certified copies of:
 - a. Application for Charter of Tabernacle Baptist Church, charter of this church, and approval of the charter by Paul D. Barns, Judge of Miami-Dade County Circuit Court. These instruments are dated April 29, 1937.
 - b. Petition to Amend Charter of Tabernacle Baptist Church, Resolution to Amend Charter, and Order Amending Charter. The effect of these instruments is to change the name of the corporation to Highland Park Baptist Church. This was ordered on June 23, 1950.
 - c. Certificate of Reincorporation.
2. Also enclosed please find my check calculated as follows:

Filing fee	\$ 35.00
Registered Agent fee	35.00
Annual report charge for 1993 to date – 11 years at \$61.25 per year	673.75
Certified copy of Certificate of Incorporation (2 pages)	10.50
Certificate of Status	8.75
Total	<u>\$763.00</u>

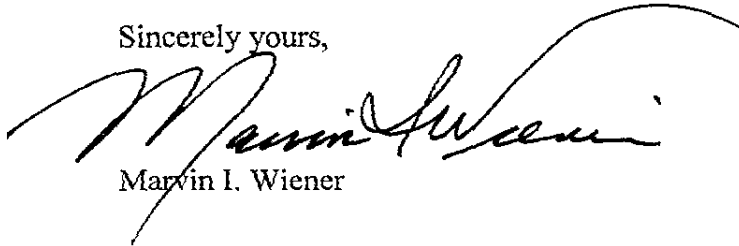
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DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Ms. Bobbie Cox
February 10, 2004
Page Two

I called your office on two occasions and received very positive and courteous assistance from both Stacey and Roseanne of your staff. I am grateful for the help these ladies gave me, and feel this extra effort should be called to your attention.

Please phone me if there is anything I can do to expedite this application.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Marvin I. Wiener". The signature is fluid and cursive, with a long, sweeping underline that extends to the right.

Marvin I. Wiener

MIW/bf

Enclosures

cc: Reverend James L. Phillips, Jr.

**APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF
LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT
CORPORATION**

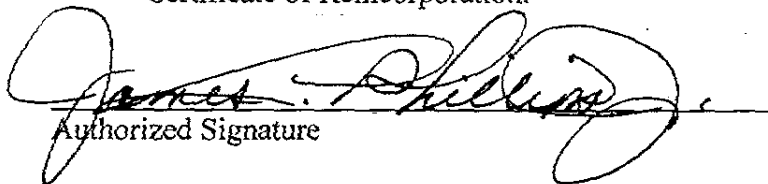
IN COMPLIANCE WITH s. 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR
JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992,
PURSUANT TO s. 617.1623(1)(c):

1. Highland Park Baptist Church
Name of corporation exactly as it appears in legislative or judicial charter
2. 1040 Sunnybrook Road, Miami, Florida 33136
Street address of the principal office of the corporation.
(This address will be used for the mailing of corporation annual reports)
3. April 29, 1937
Date of legislative or judicial corporation
4. FEI Number _____ - _____

☒ FEI Number applied for
☐ FEI Number not required
5. Name, address and title of current officers and/or directors:

Title	Name	Street Address	City/State/Zip
President and Director	Reverend James L. Phillips, Jr.	800 N. W. 14 th Street	Miami, FL 33136
Secretary and Director	Rosetta Sands	800 N. W. 14 th Street	Miami, FL 33136
Vice President and Director	Jacquelyn Phillips	1040 Sunnybrook Road	Miami, FL 33136
Director	Charity Phillips	1040 Sunnybrook Road	Miami, FL 33136

6. Attached is a copy of the judicial charter and all amendments thereto certified by the Circuit Court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.


Authorized Signature

Reverend James L. Phillips, Jr., Incorporator, President and Director
Name and capacity of person signing application
(see S. 617.10201(6))

FILED
04 FEB 12 AM 9:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF REINCORPORATION
OF
HIGHLAND PARK BAPTIST CHURCH, INC.**

FILED

04 FEB 12 AM 9:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of this corporation shall be HIGHLAND PARK BAPTIST CHURCH, INC.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

1040 Sunnybrook Road
Miami, FL

ARTICLE III – PURPOSE

This is a not for profit corporation. It is formed to be a religious institution where people can meet, develop themselves with Christian principles, and to promote the ongoing biblical teachings of all who come within this corporation's doors. This corporation's purpose is to save souls through the presentation of the word of God, to teach sound biblical doctrine, and to teach men and women to live boldly through the examples of Christ.

ARTICLE IV – DIRECTORS AND MANNER OF ELECTION

This corporation shall have at least three directors. The manner in which the directors are elected shall be by majority vote of the existing directors. The board of directors may also be referred to as the board of trustees. The board of directors shall elect officers to this corporation. The initial officers and directors and their addresses are:

Reverend James L. Phillips, Jr., President
800 N. W. 14th Street
Miami, FL 33136

Jacquelyn Phillips, Vice President
1040 Sunnybrook Road
Miami, FL 33136

Rosetta Sands, Secretary
800 N. W. 14th Street
Miami, FL 33136

Charity Phillips
1040 Sunnybrook Road
Miami, FL 33136

ARTICLE V – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this corporation is:

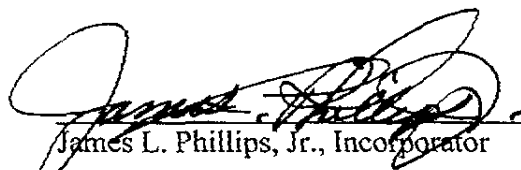
Reverend James L. Phillips, Jr.
800 N. W. 14th Street, Miami, FL 33136

ARTICLE VI – INCORPORATOR

The name and address of the incorporator of this corporation is:

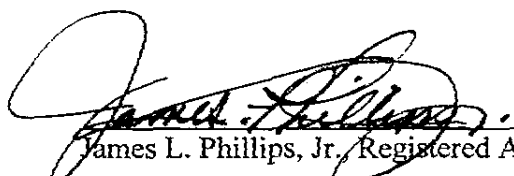
Reverend James L. Phillips, Jr.

DATED at Coral Gables Florida, this 10 day of February, 2004.


James L. Phillips, Jr., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


James L. Phillips, Jr., Registered Agent

Feb. 10, 2004
Date

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

On this day, personally appeared before me REVEREND JAMES L. PHILLIPS, JR., who after being duly sworn, states under oath that he is authorized by the board of HIGHLAND PARK BAPTIST CHURCH, INC., a Florida non-profit corporation, to execute the foregoing Certificate of Reincorporation for the purposes therein expressed.

Sworn to and subscribed this 10th day of February, 2004.





Notary Public, State of Florida

AFFIDAVIT

**STATE OF FLORIDA
COUNTY OF MIAMI-DADE**

ON THIS DATE, before me the undersigned authority personally appeared,
REVEREND JAMES L. PHILLIPS, JR., who after being duly sworn deposes and says:


1. I am the incorporator and only interested person that was ever involved in
HIGHLAND PARK BAPTIST CHURCH, INC., a Florida non-profit
corporation formed on April 29, 1937, which was dissolved in 1992, ("the
2003 Corporation").
2. The 2003 Corporation was formed erroneously and should have never
existed.
3. On behalf of the 2003 Corporation, and myself, individually, I release all
rights to the corporation name, HIGHLAND PARK BAPTIST CHURCH,
INC., as this corporation name belongs to a corporation of the same name
that was originally formed in 1943 and is being reinstated and
reincorporated at this time.


James L. Phillips, Jr., individually, as
incorporator, and on behalf of HIGHLAND
PARK BAPTIST CHURCH, INC., a dissolved
Florida Corporation.

SWORN TO AND SUBSCRIBED before me, this 12th day of February, 2004,
by REVEREND JAMES L. PHILLIPS, JR., who is personally known to me.



Nivia C. Fortun
My Commission DD083611
Expires January 10, 2008


Notary Public
State of Florida

SECRETARY OF THE
TALLAHASSEE, FLORIDA

Application of

E. B. WHITEMAN,
A. V. BURLUND,
J. B. STODSTILL,
G. A. McCLAIN,
J. E. HART,
W. C. HUFF,
P. T. TAYLOR,
ROBERT R. HOWARD,
MARTIN BASTHOIM, and

FOR

Incorporation and Approval of
Charter of TABERNACLE BAPTIST
CHURCH, a corporation not for
profit.

The undersigned, E. B. WHITEMAN, A. V. BURLUND, J. B. STODSTILL, G. A. McCLAIN, J. E. HART, W. C. HOFF, P. T. TAYLOR, ROBERT R. HOWARD and MARTIN RASTHOLM, present to the honorable Paul M. Barnes, one of the Judges of the above styled court, the proposed Charter of TABERNACLE BAPTIST CHURCH, a true and correct duplicate original copy of which said proposed Charter is attached to and made a part of this application; and said proposed Charter is presented for examination by this court and the Judge thereof for the purpose of having the said Judge of said court ascertain that the same is in proper form, and for the purpose authorized by Article 1 of Chapter 3, Title 3, 4th Division of the 1927 Compiled Laws of Florida, being otherwise designated as Sections 8495 through 8508 of said compilation of the Laws of Florida.

And the applicants undersigned respectfully request this Court to approve the said Charter and endorse thereon and

770

upon each copy thereof, his approval thereof, as authorized and permitted by the Laws of Florida.

E. B. Whitman

A. V. Berglund

J. B. Studstill

E. M. Blain

A. E. Hark

W. E. Huff

D. L. Taylor

Robert R. Edwards

Martin Bartholm

William Robinson
COUNSEL FOR THE APPLICANTS.

Presented to me at Miami, Florida, this 29 day
of APRIL, A. D. 1937.

[Signature]

CIRCUIT JUDGE.

44-38849

C. H. A. B. F. E. R.

O. E.

TABERNAACLE BAPTIST CHURCH.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a non-profit corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges and immunities of corporations not for profit, said Statutes being set forth as Article 1 of Chapter 3, Title 3, 4th Division of the 1927 Compiled Laws of Florida, otherwise known as Sections 8495 to 8508, inclusive, of said Compiled Laws.

ARTICLE I.

The name of this corporation shall be TABERNAACLE BAPTIST CHURCH. Its business shall be carried on in Miami, Dade County, Florida, and at such other points and places in the State of Florida as may from time to time be authorized by the Board of Directors. The principal office and place of business of said corporation shall be at Miami, Dade County, Florida.

ARTICLE II.

The general nature of the business of the corporation is:

(a) To conduct and carry on religious services and religious works, and to do and perform all things necessary and incident to the conduct of the business of the religious association, congregation or denomination, and to conduct and carry on all congregational, denominational and religious works incident to the maintenance of religious works and functions; to encourage,

fooster and promote religious influences pervading the principle of christianity; to promote and encourage acts of benevolence and works of charity of every kind and description; to perform all acts and deeds proper, expedient, necessary or desirable in matters of christian charities, benevolence and religious works.

(b) To receive assistance, money, and any other forms of contributions from any persons, firms or corporations, to be utilized in the furtherance of the objects of this corporation, to carry on the work of this corporation, and for the purposes of this corporation more specifically referred to in paragraph (a) of this Article; to enter into agreements and contracts for regular or irregular contributions to the corporation for its objects and purposes.

(c) To establish an office and employ such assistance and clerical force as may be necessary or proper, in the judgment of the Board of Directors.

(d) To disburse in the manner, form and method and by the means by the Board of Directors of this corporation determined, any or all funds or contributions received by this corporation in the carrying out of the objects of this corporation, and in the furtherance of the work of this corporation.

(e) To contract and be contracted with, and to sue and be sued.

(f) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this corporation is formed.

ARTICLE III.

This corporation shall exist for a period of ninety-nine (99) years unless sooner terminated by and in accordance with the Laws of the State of Florida.

ARTICLE IV.

The names and residences of the subscribers hereto are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
E. B. WHITEMAN	1129 N.W. 7 th Court, Miami, Florida
A. V. BURGLUND	2935 S.W. 2 nd St., Miami, Florida
J. B. STODSTILL	525 N.W. 7 th St., Miami, Florida
G. A. MCCLAIN	1642 N.W. 7 th Court, Miami, Florida
C. E. HART	1453 N.W. 54 th St., Miami, Florida
W. C. HUFF	3261 S.W. 14 th St., Miami, Florida
F. T. TAYLOR	49 th St + 6 th Ave N.W., Miami, Florida
ROBERT R. HOWARD	921 S.W. 27 th Ave, Miami, Florida
MARTIN BASTHOLM	1868 S.W. 2 nd St., Miami, Florida

And the above named persons shall constitute the first board of directors and hold office until their successors are elected as provided in this charter and/or the by-laws.

ARTICLE V.

The Board of Directors shall consist of not less than three persons and not more than fifteen persons, who shall be elected annually by the members of the congregation of the Tabernacle Baptist Church of Miami, Florida, as provided in the by-laws of this corporation.

ARTICLE VI.

The business of the corporation shall be conducted by the undersigned subscribers as and constituting the Board of Directors of this corporation, and said Board of Directors, composed of the subscribers undersigned, and their successors in office, shall manage all of the business and affairs of this corporation, and their respective terms of office as such Directors shall commence at and upon the date of the approval of this Charter by a Judge of the Circuit Court of the Eleventh Judicial Circuit of Florida, and their respective terms of office as such Directors shall continue to and until the first annual meeting of the corporation which shall be held on the

Monday following the first Sunday in April 1938. Each and every vacancy on the directorate caused by death, resignation or removal, shall be filled by the remaining directors by not less than a majority vote.

That the annual meeting of said corporation and of the directors shall be held on the Monday following the first Sunday in April of each and every year, beginning with the year 1938. At each annual meeting of the corporation there shall be elected by said directors from their number, a President and a Secretary, who shall serve until the election of their successors at the next annual meeting of said directors.

ARTICLE VII.

The officers of this corporation shall be a President, Vice-President and a Secretary, who shall be elected by the directors, at the first meeting of the incorporators, and thereafter annually.

ARTICLE VIII.

The directors of this corporation shall make and adopt by-laws of and for the corporation, within ten (10) days from the date of the approval of this Charter by the Court aforesaid, and said Board of Directors shall have power to alter, amend and rescind said by-laws, in accordance with the provisions of said by-laws.

ARTICLE IX.

The highest amount of indebtedness or liability to which this corporation may at any time subject itself is ONE HUNDRED THOUSAND DOLLARS (\$100,000), provided, however, that the indebtedness or liability to which this corporation may at any time subject itself shall never be greater than two-thirds of the value of the property of the corporation.

ARTICLE I.

The amount or value of the real estate which this corporation may hold, subject always to the approval of the Circuit Judge, is \$150,000.

ARTICLE II.

No officer or director of this corporation shall receive, directly or indirectly, any compensation for his services as an officer or director of this corporation.

IN WITNESS WHEREOF, the undersigned subscribers and incorporators have hereunto set their hands and seals at Miami, Florida, this 28th day of APRIL, A. D. 1937.

WITNESSES:

R. B. Swain
W. J. Hall

E. B. Whitman
F. V. Berglund
B. Shustell
Ed. McLean
B. G. Hart
W. C. Huff
D. J. Taylor
Robert R. Howard
Arthur B. B. B. B.

NOTARY PUBLIC
TALLAHASSEE, FLORIDA

FILED
APR 9 1937

STATE OF FLORIDA,
COUNTY OF DADE.

I HEREBY CERTIFY, That upon this day, before me, a Notary Public, in and for the State of Florida at Large, duly qualified and acting as an officer authorized to take acknowledgments, personally appeared P. T. TAYLOR and G. A. McCLAIN who being by me first duly sworn says that it is the intent and purpose of the undersigned affiants, and each of them, in good faith, to carry out the purposes and objects set forth in the above and foregoing Charter of TABERNACLE BAPTIST CHURCH.

P. T. Taylor
G. A. McClain

Sworn to and subscribed before me this 29 day of APRIL, A. D. 1937.

Nora B. Gray
Notary Public, State of Florida
at Large

My Commission Expires:
April 11 1938



THE UNDERSIGNED CIRCUIT JUDGE to whom the proposed Charter of TABERNACLE BAPTIST CHURCH has been presented, finds that the same is in proper form, and for a purpose authorized by the Statutes of this State pertaining to such corporation, and the undersigned Circuit Judge does hereby approve the said Charter of TABERNACLE BAPTIST CHURCH, and does hereby endorse thereon this, his approval thereof, this the 29 day of APRIL, A. D. 1937.

JUDGE OF THE CIRCUIT COURT OF THE ELEVENTH JUDICIAL CIRCUIT OF FLORIDA, IN AND FOR DADE COUNTY, FLORIDA.



State of Florida County of Dade,
This instrument was filed for record the 7 day of May 1937, at 11:45 AM and duly recorded in Book 44 Page 347 File No. 18-29

E. B. LEATHERMAN
E. B. Leatherman

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the original on file in this office. 7-22-37 AD 20 04
HARVEY RUVIN, CLERK, of Circuit and County Courts
Deputy Clerk *A. Hardy*

UNITED STATES COURT OF APPEALS
FOR THE NINTH CIRCUIT
SAN FRANCISCO, CALIFORNIA
IN RE PETITION TO AMEND CHARTER
OF
TAMPAH BAPTIST CHURCH

TO: THE HONORABLE JUDGES OF ABOVE COURT.

COMES NOW R. E. Minor, and H. R. Tabor,
TAMPAH BAPTIST CHURCH, President and Secretary, respectively of the
TAMPAH BAPTIST CHURCH, a non-profit corporation and also the
said corporation, did on the 12th day of June, 1950, adopt a res-
olution as provided by its By-Laws, which resolution is attached
hereto and made a part hereof, and resolves to Petition this Court
to amend its Charter by deleting under Article I of said Charter
"The name of this corporation shall be TAMPAH BAPTIST CHURCH"
and substituting in its stead, "The name of this corporation shall
be TOWNE BAPTIST CHURCH"

Your Petitioners would further show that by said resolution
they are authorized and directed to execute this Petition in order
to secure said Amendment for the Charter of said corporation.

WHEREFORE, your Petitioners pray that an Order be entered
ordering and directing Article I of the Charter of TAMPAH BAPTIST
CHURCH, to be amended to read, "The name of this corporation shall
be TOWNE BAPTIST CHURCH."

TAMPAH BAPTIST CHURCH,
R. E. Minor
President
H. R. Tabor
Secretary

Sworn to and subscribed before me this 12th day of June,
1950.

James H. [Signature]
Notary Public
County of [Signature]

65-2036

RESOLUTION TO AMEND CHARTER OF TABERNACLE BAPTIST CHURCH

WHEREAS, at a properly constituted meeting of the Board of Directors at 500 N.W. 14th Street, Miami, Florida on the 10th day of June, 1950,

AND by majority vote of the Directors in accordance with Article 8 of its charter, filed for record on the 30th day of April, 1950, in the Circuit Court of Dade County, Florida, and in conformity with the By-Laws of that corporation the following Resolution was adopted:

"WE IT RESOLVED, that Article 1 of the corporate Charter of the TABERNACLE BAPTIST CHURCH, be amended to read, 'The name of this corporation shall be HIGHLAND PARK BAPTIST CHURCH', and that the President and Secretary of the Corporation be authorized and directed to take such steps as may be necessary to expedite and complete this action at an early date."

WITNESSED at Miami, Florida, on this 23 day of June, 1950.

R. E. Thomas
PRESIDENT
H. R. Velez
SECRETARY

THE CIRCUIT COURT OF THE 11TH
JUDICIAL CIRCUIT IN AND FOR
DADE COUNTY, FLORIDA

WILSON'S BAPTIST CHURCH
A NON-PROFIT CORPORATION

ORDER AMENDING CHARTER

----- 2

The Petition of the WILSON'S BAPTIST CHURCH having
this day been presented to me and upon examination, the Court
having found the amendment prayed for in said Petition is in
proper form and authorized by Section 617, Fla. Statutes, 1949,
it is therefore,

ORDERED and ADJUDGED that Article I of the Charter of
WILSON'S BAPTIST CHURCH, be amended to read:

"The name of this corporation shall be WILSON'S BAPTIST CHURCH."

SENT AND COVERED, at Miami, Florida, this 23 day of
June, A.D. 1950.

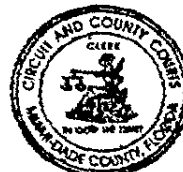
William A. Wilson
CLERK OF COURT

STATE OF FLORIDA, COUNTY OF DADE

I HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office. *Jan. 22* AD 20 *24*

HARVEY RUVIN, CLERK, of Circuit and County Courts

Deputy Clerk *Deputy Clerk*



State of Florida, County of Dade
This document was filed for record this 23 day of June
1950 at 11:00 A.M. and was recorded in Book
No. 1 Page 1