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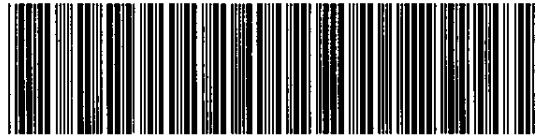
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TALLAHASSEE, FLORIDA
09 DEC 16 PM 12:54

Amended/Restated
@ 12/17/09 CC



MICHELE V. SPARKMAN
Attorney at Law
STATE BAR OF TEXAS
michele@amlawteam.com

December 15, 2009

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Amendment for Calvary Chapel Port St. Lucie West, Inc.

To Whom It May Concern:

Please find enclosed the signed Amended and Restated Articles of Incorporation for Calvary Chapel Port St. Lucie West, Inc. In addition, please find enclosed the requisite filing fee for a nonprofit corporation.

If you have any questions, please do not hesitate to contact me.

Sincerely,

ANTHONY & MIDDLEBROOK, P.C.

Michele Sparkman
For the Firm

FILED
SECRETARY OF
TALLAHASSEE, FLA.
09 DEC 16 PM 12:54

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CALVARY CHAPEL PORT SAINT LUCIE WEST, INC.**

Pursuant to the provisions of the Florida Not For Profit Corporations Act (the "Act"), Calvary Chapel Port Saint Lucie West, Inc. (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE 1

The name of the Corporation is Calvary Chapel Port Saint Lucie West, Inc. The Corporation hereby adopts restated articles of incorporation and all previous amendments thereto are hereby deleted in their entirety and amended and restated as set forth in Exhibit A.

ARTICLE 2

The restated articles of incorporation amends the prior articles of the corporation by adding IRS compliance language; indemnifying and limiting the liability of Church officers, directors, and employees; adding a provision allowing the Board of Directors to act by written consent; and adding a dissolution clause.

ARTICLE 3

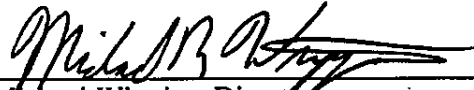
Each such amendment made by the restated articles of incorporation has been effected in conformity with the provisions of the Florida Not For Profit Corporations Act and such restated articles of incorporation and each such amendment made by the restated articles was adopted on December 9, 2009, in the following manner:

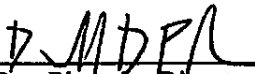
The Amended and Restated Articles of Incorporation and the amendments made by such Amended and Restated Articles of Incorporation were adopted by unanimous written consent of the Board of Directors. There are no members with voting rights.

ARTICLE 4

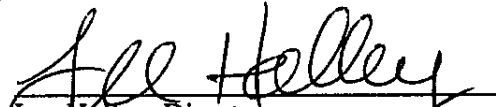
The articles of incorporation and all amendments thereto are hereby superseded by the attached restated articles of incorporation (Exhibit A) which accurately copy the entire text thereof including any previous amendments and as amended as set forth above.

Dated this 9 day of December, 2009.


Michael Wiggins, Director


Dan Plourde, Director


Jack Wehrell, Director


Lee Holley, Director


Bob Cooper, Director

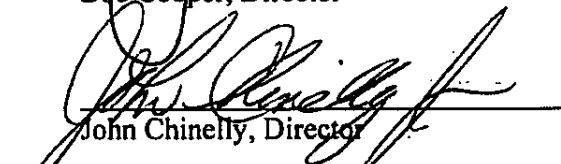

John Chinelly, Director

EXHIBIT A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CALVARY CHAPEL PORT SAINT LUCIE WEST, INC.**

Calvary Chapel Port Saint Lucie West, Inc. (the "Corporation") hereby adopts the following Restated Articles of Incorporation for such Corporation pursuant to the provisions of the Florida Not for Profit Corporations Act (the "Act"). The Corporation hereby adopts Restated Articles of Incorporation which accurately reflects changes to the Articles of Incorporation and all amendments thereto that are in effect to date as further amended by such Restated Articles of Incorporation as hereinafter set forth.

The Corporation's original Articles of Incorporation and all subsequent amendments thereto, are hereby deleted in their entirety and amended and restated as follows:

**ARTICLE 1
NAME**

The filing entity is a nonprofit corporation. The name of the Corporation is Calvary Chapel Port Saint Lucie West, Inc.

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act 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, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

**ARTICLE 3
DURATION**

The period of the Corporation's duration is perpetual, notwithstanding subsequent action by the Board of Directors.

**ARTICLE 4
PURPOSES**

The Corporation is formed for any lawful purpose or purposes not expressly prohibited under Title XXXVI, Chapter 617 of the Act, including any purpose described by

section 617.0301 of the Act. 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 of 1986, as amended. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

- (a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.
- (b) To engage in corporate worship and community outreach.
- (c) To ordain, employ, and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere.
- (d) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.
- (e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.
- (f) This 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 this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 5 POWERS AND RESTRICTIONS

Except as otherwise provided in these Articles and in order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a) The Corporation shall not pay dividends and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, 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. No substantial part of the activities of the Corporation shall be the carrying on of 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 any candidate for public office. Notwithstanding any other provisions of this Certificate, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or 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 of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or 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 of 1986, as amended, or 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 of 1986, as amended, or 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 of 1986, as amended, or 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 of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (c) 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.

ARTICLE 6 DISSOLUTION

Upon the 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 any organization designated by the board of directors of the

Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

ARTICLE 7 MEMBERSHIP

The Corporation shall have one or more classes of members, as provided by the Bylaws.

ARTICLE 8 REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 600 NW Peacock Blvd., Port Saint Lucie, Florida 34986. The name of the registered agent at this office is Lee Holley.

ARTICLE 9 BOARD OF DIRECTORS

Plenary power to manage and govern the affairs of the Corporation is vested in the board of directors (the "Board") of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors shall consist of five (5) persons. The number of directors may be increased or decreased pursuant to the Bylaws. The number of directors may not be decreased to less than three. Directors need not be residents of Florida. The current Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
Michael Wiggins	600 NW Peacock Blvd. Port Saint Lucie, Florida 34986
Daniel Plourde	600 NW Peacock Blvd. Port Saint Lucie, Florida 34986
Jack Wehrell	600 NW Peacock Blvd. Port Saint Lucie, Florida 34986
Lee Holley	600 NW Peacock Blvd. Port Saint Lucie, Florida 34986
Robert Cooper	600 NW Peacock Blvd. Port Saint Lucie, Florida 34986

John Chinelly

600 NW Peacock Blvd.
Port Saint Lucie, Florida 34986

ARTICLE 10 LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 11 INDEMNIFICATION

To the extent provided in the Bylaws, the Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Statute governing indemnification.

ARTICLE 12 CONSTRUCTION

All references in this Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13 ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state,

the filed documents will indicate that the written consent procedures have been properly followed.

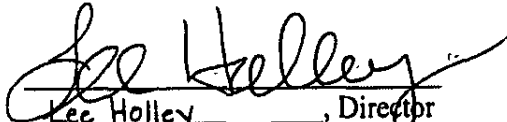
A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

ARTICLE 14 AMENDMENT

These Articles may be amended by a vote of two-thirds (2/3) of the members of the Board of Directors, as provided in the Bylaws.

The Amended and Restated Articles of Incorporation, as set forth above, have been approved unanimously by the Board of Directors of the Corporation. There are no members with voting rights.

IN WITNESS HEREOF, the below named authorized corporate officer executes these Amended and Restated Articles of Incorporation on the 9 day of December, 2009.


Lee Holley, Director