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TO: Amendment Section  
Division of Corporations

Attention: Cheryl R. McNair

NAME OF CORPORATION:

Cornerstone Baptist Church of Gilchrist  
County, Inc.

DOCUMENT NUMBER:

N05000000930

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

Please return all correspondence concerning this matter to the following:

Deann M. Tucker

(Name of Contact Person)

Cornerstone Baptist Church

(Firm/ Company)

22297 SW County Road 47

(Address)

Ft. White, FL 32038

(City/ State and Zip Code)

Ilearn4ever1958@gmail.com

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

For further information concerning this matter, please call:

Deann M. Tucker

(Name of Contact Person)

at 352-213-5238

(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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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

Cornerstone Baptist Church of Fort White Florida, Inc

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**CORNERSTONE BAPTIST CHURCH OF Gilchrist County, INC.  
(Florida Not For Profit)**

These Amended and Restated Articles of Incorporation, as authorized and adopted by the members and Board of Directors of CORNERSTONE BAPTIST CHURCH OF FORT WHITE, 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 **CORNERSTONE BAPTIST CHURCH OF FORT WHITE, FLORIDA, INC.** (the "Corporation").

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the Corporation is 22297 SW State RD 47, Fort White, Florida 32038. The mailing address of the Corporation is 22297 SW State RD 47, Fort White, FL 32038.

**ARTICLE III**

**EFFECTIVE DATE AND DURATION**

The existence of the Corporation shall begin on January 28, 2005 (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 Cornerstone Baptist Church (of Fort White, Florida), established December of 2004 in Fort White, 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.

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(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 Harmony 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:

David Myers  
28503 NW CR 1491  
Alachua, FL 32615

**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 Harmony 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 15115 NW 298<sup>th</sup> Street High Springs, Florida 32643. The name of the initial registered agent at that address is James R. Gay.

**ARTICLE X**  
**MEMBERSHIP**

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

**ARTICLE XI**  
**AMENDMENT**

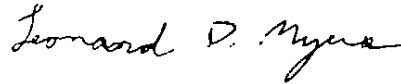
The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed in the bylaws of the Corporation, and all rights conferred upon members of the Corporation in the bylaws or by Florida Law are granted 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 23 day of April, 2017, 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**

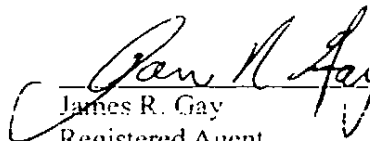
IN WITNESS WHEREOF, the undersigned, acting on the authority and direction of the Board of Directors, and as approved by the consent of the majority of the members, of the Corporation, has executed these Amended and Restated Articles of Incorporation this 23 day of April, 2017.



(TYPE NAME HERE UNDER SIGNATURE)  
Chairman of the Board of Directors

**STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent to accept service of process for CORNERSTONE <sup>Baptist</sup>~~BAPTIST~~ CHURCH OF FORT WHITE, 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.

  
James R. Gay  
Registered Agent

Date: 4/23/2017



The date of each amendment(s) adoption: \_\_\_\_\_  
date this document was signed.

4/23/17

if other than the

Effective date if applicable: \_\_\_\_\_

4/23/17

(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s)

(CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated \_\_\_\_\_

4/23/17

Signature \_\_\_\_\_

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

James R. Gay

(Typed or printed name of person signing)

Registered Agent

(Title of person signing)

NO5000000 930

C. B. F. Church of Christ (White) Florida Inc