

NO5000007334

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200208936892

06/28/11--01015--007 **35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 JUN 28 PM 2:32

APPROVED
FILED

*Amended
Registered
6/28/11
TC*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Souls Harbor Church of God, Inc.

DOCUMENT NUMBER: N05000007334

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

Please return all correspondence concerning this matter to the following:

Timothy S. Smith

(Name of Contact Person)

Souls Harbor Church of God, Inc.

(Firm/ Company)

10028 Stasi Road

(Address)

Glen Saint Mary, FL 32040

(City/ State and Zip Code)

pastorshane70@yahoo.com

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

For further information concerning this matter, please call:

Timothy S. Smith

(Name of Contact Person)

at (904) 259-6026

(Area Code & Daytime Telephone Number)

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

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(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

Articles of Amendment
to
Articles of Incorporation
of

Souls Harbor Church of God, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N05000007334

(Document Number of Corporation (if known))

APPROVED
FILED
11 JUN 28 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____ *(Florida street address)*

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

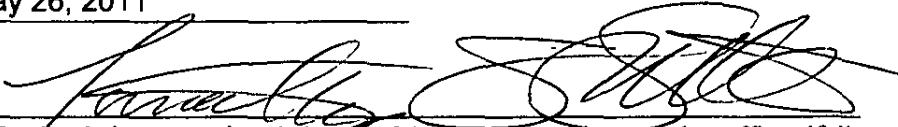
The date of each amendment(s) adoption: May 26, 2011
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

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 May 26, 2011

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)

Timothy S. Smith
(Typed or printed name of person signing)

Director
(Title of person signing)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
Souls Harbor Church of God, INC.,
A FLORIDA NOT
FOR PROFIT CORPORATION**

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the following Amended and Restated Articles of Incorporation supercede the original Articles of Incorporation, as amended, and are adopted by the undersigned corporation:

ARTICLE I

Name and Location of Principal Office

The name of the corporation is Souls Harbor Church of God, Inc., a Florida not for profit corporation. Its principal office is located at 10028 Stasi Road
Glen Saint Mary, FL 32040.

ARTICLE II

Term

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

ARTICLE III

General Purposes

The General Purposes for which said corporation is 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.

ARTICLE IV

Specific Purposes

The specific purposes for which the corporation is organized are providing a place of worship for its members, who shall be members in good standing of the Church of God, Cleveland, Tennessee, and conducting the affairs of the congregation according to the rules and regulations of the Church of God, Cleveland, Tennessee, and specifically the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee; promoting the cause of Christianity in accord with the teachings, tenets, and customs of the Church of God, Cleveland, Tennessee; receiving, managing, and disbursing gifts, bequests, and other funds for the benefit of the congregation and the Church of God, Cleveland, Tennessee; owning and maintaining suitable buildings and facilities necessary for their acquisition, upkeep, maintenance and sale, all in accord with the *General Assembly Minutes of the Church of God, Cleveland, Tennessee*.

ARTICLE V

Corporate Powers

The corporation shall have all of 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 corporation as herein stated.

ARTICLE VI

Activities Not Permitted

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Third hereof. 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 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 deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII

Dedication of Assets

Dissolution and Distribution of Assets

Section 1: The assets of the corporation are irrevocably dedicated to the purposes set forth herein.

Section 2: In the event of dissolution of this corporation, or in the event this corporation shall cease to exist, or depart from the polity of the Church of God, Cleveland, Tennessee, as expressed in the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee, and otherwise, the assets of the corporation shall revert to the State Board of Trustees for the Church of God in the State of Florida, their successors and assigns, and if the State Board of Trustees shall cease to exist, then

to Church of God, a Tennessee nonprofit corporation, and if the Church of God shall cease to exist, then to one or more organizations 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. Further, that the proceeds/assets from the disposition must go directly into real property purchases or improvements.

ARTICLE VIII

Management of Corporate Affairs

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation has four (4) Director(s). The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated in the Bylaws of this corporation.

The Directors named herein are the present Board of Directors who shall hold office until the next meeting of Members at which time an election of Directors shall be held.

Directors elected at the next annual meeting, and at all times thereafter, shall serve for a term of one year or until the next annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board 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 Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. 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 unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the present Members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Mark D. Mason	6493 E. Andrews St. Glen St. Mary, FL32040
Bill O. Campbell, Jr.	6992 Odis Yarborough Rd. Glen St. Mary, FL
Berry G. Crews	5762 Martin Rhoden Ln. Macclenny, FL 32063
Jerry W. Crews	13207 N. CR 23A Macclenny, FL 32063
Timothy S. Smith	10028 Stasi Road Glen St. Mary, FL 32040

(b) Corporate Officers. The Board of Directors shall elect the following Officers:

President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect.

ARTICLE IX

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation 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 is or shall be made a party by reason of his being

or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he 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) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director 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 X

Membership

The membership of the corporation shall consist of all persons herein named as Directors and all other persons as, from time to time hereafter, as may be received into membership in accordance with the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee, as the same now exists or may be hereafter from time to time be amended.

ARTICLE XI

Bylaws

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by Members of the corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and

is in accord with the *General Assembly Minutes* of the Church of God, Cleveland Tennessee, as the same now exists or may be hereafter from time to time be amended.

ARTICLE XII

Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors, and an affirmative vote of a majority of the members of the Corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with the *General Assembly Minutes* of the Church of God, Cleveland Tennessee, as the same now exists or may be hereafter from time to time be amended.

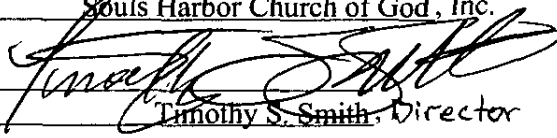
ARTICLE XIII

Registered Office and Registered Agent

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

Registered Office:	<u>10028 Stasi Road</u> <u>Glen Saint Mary, FL 32040</u>
Registered Agent:	<u>Jerry W. Crews</u> <u>13207 N. CR 23A</u> <u>Macclenny, FL 32063</u>

IN WITNESS WHEREOF, the undersigned has signed, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 26 day of May, 20 11.

Souls Harbor Church of God, Inc.
By: 
Timothy S. Smith, Director