

Division of Corporations

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Division of Corporations
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SUMMIT CHURCH OF CENTRAL FLORIDA, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUMMIT CHURCH OF CENTRAL FLORIDA, INC.
A FLORIDA NONPROFIT CORPORATION**

In accordance with the Articles of Incorporation of Summit Church of Central Florida, Inc., a Florida Not for Profit Corporation (the "Corporation"), and the provisions of Sections 617.1002 and 617.1007 of the Florida Not for Profit Corporation Act, the Board of Directors of the Corporation held a meeting on February 28, 2008 and at the meeting the Directors of the Corporation cast a number of votes sufficient for approval of the amendment and restatement thereof. Accordingly, the Articles of Incorporation of Summit Church of Central Florida, Inc., a Florida not-for-profit corporation, are hereby amended and restated in their entirety to read as follows:

**ARTICLE I
NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE**

The name of this Corporation shall be **SUMMIT CHURCH OF CENTRAL FLORIDA, INC.** The mailing address of the corporation is 735 Herndon Avenue, Orlando, Florida 32803, and its principal office shall be located at 735 Herndon Avenue, Orlando, Florida 32803.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 735 Herndon Avenue, Orlando, Florida 32803, and the name of the initial registered agent for the Corporation shall be John Parker.

**ARTICLE III
PURPOSES**

Section 1. The specific and primary purpose for which this Corporation is formed is to promote Christianity and serve the greater Orlando community and the world; and for which it is organized is exclusively for charitable, religious, 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, as amended (the "Code"), or the corresponding provisions of any future tax laws.

Section 2. The general purposes for which this Corporation is organized are exclusively charitable purposes within the meaning of the Code.

Section 3. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provisions of any future tax laws.

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Section 4. In the event this Corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Directors, 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 III hereof. The Corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 3. No Political Campaigning. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE V POWERS

This Corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

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ARTICLE VI
MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII
TERM

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VIII
NAME AND ADDRESS OF INCORPORATOR

The name and address of the initial incorporator of this Corporation is as follows:

John Parker

735 Herndon Avenue
Orlando, Florida 32803

ARTICLE IX
BOARD OF DIRECTORS

Section 1. Number. The governing body for the Corporation shall be known as the "Board of Directors". The Board of Directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

Section 2. Powers. The Board of Directors shall manage the civil activities and affairs of the Corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the buying, selling and mortgaging of property for the church, the acquiring and conveying of title to such property, the holding and defending of title to the same, the managing of any permanent special funds entrusted to them for the furtherance of the purposes of the church. In buying, selling, and mortgaging real property the Directors shall act solely under the authority of a Corporation, granted in a duly constituted meeting of the Corporation. The Board of Directors shall have the power to adopt and amend the Bylaws by a majority vote, in any way not inconsistent with the these Articles of Incorporation, or the laws of the State of Florida and the laws of the United States.

Section 3. Election, Qualifications, and Term. The method of election, the qualifications, and the term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Officers. The Board of Directors may elect such officers as the Bylaws may specify, who shall have such titles and exercise such duties as the Bylaws may provide.

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Section 5. Initial Directors. The initial Board of Directors shall consist of seven (7) members. The names and addresses of the persons who are to serve as Directors until the first annual election of Directors, or for such other periods as may be specified in the Bylaws are:

<u>Name</u>	<u>Address</u>
Isaac Hunter	250 Glenridge Way Winter Park, Florida 32789
John Parker	130 Tarpon Circle Winter Springs, Florida 32708
Josh Hunter	1345 Black Willow Trail Altamonte Springs, Florida 32714
Jeff Kern	2515 Wembleycross Way Orlando, Florida 32828
Michael Martin	2803 Kemper Avenue Orlando, Florida 32814
Craig Petersen	1555 S. Lyons Ct Oviedo, Florida 32765
Sid Mair	4111 Chuluota Rd Orlando, Florida 32820

ARTICLE X OFFICERS

The affairs of the Corporation shall be managed by a President, Vice-President, Secretary and a Treasurer, and such other officers as are permitted in the Bylaws. The names and addresses of those persons who shall act as officers of the Corporation until the election of their successors are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Isaac Hunter	250 Glenridge Way Winter Park, Florida 32789	President
John Parker	130 Tarpon Circle Winter Springs, Florida 32708	Vice President
Josh Hunter	1345 Black Willow Trail Altamonte Springs, Florida 32714	Director of Operations, Secretary
Leigh Ann Horton	1115 Seville Place Orlando, Florida 32804	Treasurer

ARTICLE XI DISSOLUTION

Section 1. Dissolution. The dissolution of the Corporation must first be approved by two-thirds vote of the Board of Directors at a special meeting called for that purpose with appropriate notice given in writing stating the purpose of the meeting. Upon such approval by the Board of Directors, the membership of the Corporation must then approve such dissolution by majority vote at a specially called meeting pursuant to proper notice.

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Section 2. Liquidation. Upon dissolution of the Corporation, the Board of Directors shall make provision for the payment of all of the liabilities of the Corporation, and shall thereafter dispose of all of the assets of the corporation exclusively for the purposes stated in Article III hereof in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine.

ARTICLE XII
BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XIII
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

ARTICLE XIV
INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

IN WITNESS WHEREOF, the undersigned officer has hereto set his hand and seal on this the 28 day of February, 2008.


Isaac Hunter, President

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