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No. 5821 P. 1 of 1

N05000009432

Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN

GRACE CHURCH OF GREATER ORLANDO, INC.

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February 23, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GRACE CHURCH OF GREATER ORLANDO, INC.
1765 W STATE ROAD 434
LONGWOOD, FL 32750

SUBJECT: GRACE CHURCH OF GREATER ORLANDO, INC.
REF: N05000009432

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

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Annette Ramsey
Document Specialist

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GRACE CHURCH OF GREATER ORLANDO, INC.**

2007 FEB 23 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting in his capacity as a director Grace Church of Greater Orlando, Inc., a Florida Not For Profit Corporation (the "Corporation"), on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation, as approved and adopted in an action by written consent of each member of the Board of Directors of the Corporation pursuant to Florida Statutes Section 617.1007.

The date of adoption of these Amended and Restated Articles of Incorporation was February 1, 2007. There are no members entitled to vote on these Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation were unanimously adopted by the Corporation's Board of Directors.

These Amended and Restated Articles amend and restate in the entirety the Corporation's Articles of Incorporation, as filed with the Florida Department of State on September 13, 2005, Document Number: N05000009432. The Articles of Incorporation are amended and restated as follows:

ARTICLE I. - NAME

The name of this corporation is GRACE CHURCH OF GREATER ORLANDO, INC.

ARTICLE II. - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III. - PURPOSE

This corporation is organized for the following purposes:

1. To operate a church and all related entities.

ARTICLE IV. - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Not For Profit Corporation Act under Chapter 617, Florida Statutes.

ARTICLE V. - PRINCIPAL OFFICE AND REGISTERED AGENT AND OFFICE

The street address of the principal office of this corporation is 1765 w. State Road 434, Longwood, Florida 32750 and the name of the initial registered agent of this corporation is Thomas P. Moran, Esquire, 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801, which office shall serve as the registered office of the corporation.

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ARTICLE VI. - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The names and addresses of the initial directors of this corporation are:

Clark Whitten	John Ritenour	Beth Helton
1765 West State Road 434	2165 Alaqua Drive	1765 West State Road 434
Longwood, Florida 32750	Longwood, Florida 32779	Longwood, Florida 32750

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

Clark Whitten
1765 West State Road 434
Longwood, Florida 32750

ARTICLE VIII - MANNER OF ELECTION

The directors shall be elected in accordance with the Bylaws of the Corporation.

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

ARTICLE X. - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

ARTICLE XI. - MEETINGS

Meetings of directors and officers, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XII. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the directors is subject to this reservation.

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ARTICLE XII – ORGANIZATION AND DISSOLUTION

This corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, a such Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of February, 2007.

Clark Whitten (SEAL)
Clark Whitten
Director
Grace Church of Greater Orlando, Inc.

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Clark Whitten, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 21 day of February, 2007.

Valli S. Ritenour
Notary Public, State of Florida
My Commission Expires:

VALLI S. RITENOUR
Notary Public, State of Florida
My comm. exp. Sept. 6, 2008
Comm. No. DD 344600