

27/10/2018



June 30, 2009

**Via Federal Express**

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

**RE: Restated Articles of Incorporation for Expositors Seminary, Inc. for Filing**

Dear Sir or Madam:

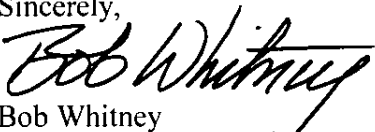
We hope you are doing well.

We enclose the original and two copies of the Articles of Incorporation for Expositors Seminary, Inc. Please file the original and one copy and return a certified copy with the letter of acknowledgment to us in the enclosed self-addressed envelope.

Also enclosed are two checks, one for \$35.00 to cover the filing fee, and a second check for \$8.75 to cover the cost of a certified copy.

If you have any questions, please contact Jonathan McCants at (404) 264-9400. Thank you for your assistance. With kindest regards,

Sincerely,

  
Bob Whitney

cc: Mr. Jonathan T. McCants, Esq., Bird, Loechl, Brittain & McCants, LLC, 3414 Peachtree Road NE, Ste. 1150, Atlanta, Georgia 30326

Encls.

**RESTATED ARTICLES OF INCORPORATION OF**  
**EXPOSITORS SEMINARY, INC.**  
**A NONPROFIT CORPORATION**

These Restated Articles of Incorporation of Expositors Seminary, Inc., which require the majority vote of the eight (8) current directors in order to be adopted by the corporation, and which do not require any vote of members (no members exist), are adopted and authorized by unanimous written consent of the eight current directors on and as of the date June 29, 2009, and amend and supersede the Articles of Incorporation, which have not been heretofore amended; all pursuant to Section 617.1007 of the Florida Statutes Annotated as amended.

**ARTICLE I. NAME**

The name of the corporation is:

Expositors Seminary, Inc.

**ARTICLE II. AUTHORITY**

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act as amended.

**ARTICLE III. PURPOSES**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The corporation is organized exclusively for religious, charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to theological education and training, and distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the corporation shall have all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Florida Not For Profit Corporation Act.

#### **ARTICLE IV. DURATION**

The corporation shall have perpetual duration.

#### **ARTICLE V. RESTRICTIONS**

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 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, provided that the corporation may make the election provided in Section 501(h) of the Internal Revenue Code.

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 or in opposition to any candidate for public office.

Section 4. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

## **ARTICLE VI. DIRECTORS**

Section 1. Number. The Board of Directors shall consist of not fewer than five (5) 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 govern 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 power to adopt and amend the Bylaws (with the advice and consent of the Board of Trustees) and other corporate governing documents (except these Restated Articles of Incorporation), by a majority vote, in any way not inconsistent with the Restated Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 3. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Election. One Director shall at all times be appointed by Grace Immanuel Bible Church, Inc. of Jupiter, Florida or its successor (the "Church"), so long

as it shall reasonably be considered a tax-exempt church under Section 501(c)(3) and described in Section 170(b)(1)(A)(i) of the Code. All other Directors shall be elected by all remaining Directors (including the appointed director) by a majority vote, upon the expiration of a Director's term or a vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Directors is unable to select a successor Director(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located.

Section 5. Amendment. The Board of Directors shall have the power to amend these Restated Articles of Incorporation, by a majority vote of the Directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States. Notwithstanding any provision to the contrary, any amendment of these Restated Articles of Incorporation shall also require the approval, by majority vote of the Trustees then in office, of the Board of Trustees, which is further described in the corporation's Bylaws.

Section 6. Current Directors. Although the number of Directors may be changed pursuant to the corporation's Bylaws, the current Board of Directors shall consist of eight (8) members, whose names and addresses are:

Jerry Wragg  
17475 Jonathan Drive  
Jupiter, FL 33477

Dave Diez  
710 Rio Vista Drive  
Miami Springs, FL 33166

Chris Pixley  
1010 East Brandon Boulevard  
Brandon, FL 33511

Dr. George Zemek  
19111 Cantrell Road  
Little Rock, AR 72223

Donovan Dunlap  
17475 Jonathan Drive  
Jupiter, FL 33477

Dr. Lance Quinn  
19111 Cantrell Road  
Little Rock, AR 72223

Scott Christmas  
10938 Hood Road South  
Jacksonville, FL 32257

John Ringo  
3150 US One South  
St. Augustine, FL 32086

Section 7. Removal of Directors. Directors may be removed only through the procedure described in the Bylaws, as amended from time to time. Notwithstanding any other provision to the contrary, the Director appointed by Grace Immanuel Bible Church, Inc. of Jupiter, Florida (the "Church") may only be removed by the Church, and the Church may remove that Director at any time, with or without cause.

#### **ARTICLE VII. NO MEMBERS**

Section 1. No Members. The corporation shall not have members.

#### **ARTICLE VIII. POWERS**

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax exempt nonprofit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes Annotated as amended.

Section 2. Restrictions. Notwithstanding any other provisions of these Restated Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible

under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Charitable Trusteeship Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

## **ARTICLE IX. DISSOLUTION**

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by two-thirds vote.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation, and shall thereafter transfer all of the assets of the corporation to Grace Immanuel Bible Church, Inc. of Jupiter, Florida or its successor (the "Church") or to an exempt affiliate under 26 CFR Section 1.6033-2(h), so long as the Church shall reasonably be considered a tax-exempt church under Section 501(c)(3) and described in Section 170(b)(1)(A)(i) of the Code. If the Church shall no longer be exempt as described above, the Board of Directors shall dispose of the corporation's assets exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in such manner as the Board of Directors shall determine, or exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under such provisions.



Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.

#### **ARTICLE X. PRIVATE FOUNDATION RESTRICTIONS**

Section 1. Restrictions. At all times when the corporation shall be deemed to be a private foundation within the meaning of Section 509 of the Internal Revenue Code, notwithstanding any other provision of these Restated Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue

Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition. Each reference in these Restated Articles to a section of the Internal Revenue Code or the Treasury Regulations thereunder shall be deemed to include the corresponding provisions of any future United States internal revenue law.

## **ARTICLE XI. REGISTERED OFFICE AND AGENT**

Section 1. Registered Office. The name and street address and county of the registered agent and registered office of the corporation shall be Robert Whitney, 17475 Jonathan Drive, Jupiter, FL 33477.

Section 2. Principal Office. The mailing address of the principal office shall be 17475 Jonathan Drive, Jupiter, FL 33477.

## **ARTICLE XII. LIMITATION OF LIABILITY**

Section 1. Limitation. The personal liability is hereby eliminated entirely of a director to the corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in the Florida Not for Profit Corporation Act as amended; (iv) For any transaction from which the director received an improper personal benefit; or (v) For any excise tax prescribed by Internal

Revenue Code Sections 4940 through 4945 (including the corresponding provisions of any future United States internal revenue law, and not restricting the corporation from providing insurance in connection with such excise taxes).

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Restated Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Nonprofit Corporation Act to authorize the further elimination or limitation of liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Florida Nonprofit Corporation Act, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

### **ARTICLE XIII. INCORPORATOR(S)**

The name and address of the incorporator(s), who is a citizen(s) of the United States, is:

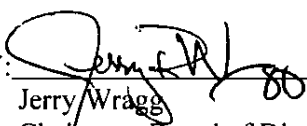
Wendell R. Bird  
Bird, Loechl, Brittain & McCants, LLC  
1150 Monarch Plaza  
3414 Peachtree Road, N.E.  
Atlanta, GA 30326

#### **ARTICLE XIV. INTEGRATED AUXILIARY STATUS**

Because the corporation shares common religious doctrines, principles, disciplines, and practices with Grace Immanuel Bible Church, Inc. of Jupiter, Florida (the "Church"), the corporation hereby declares its affiliation with the Church, which is evidenced by this Article, as well as Articles VI and IX. Further, it is intended that the corporation shall be an integrated auxiliary of the Church, as described in 26 CFR Section 1.6033-2(h), and the corporation shall report at least annually on its financial and general operations to the Church.

IN WITNESS WHEREOF, the undersigned chairman of the corporation's board of directors has executed these Restated Articles of Incorporation, pursuant to the Florida Not For Profit Corporation Act.

This 30th day of June, 2009.

BY:   
Jerry Wragg  
Chairman, Board of Directors  
Expositors Seminary, Inc.  
17475 Jonathan Drive  
Jupiter, FL 33477

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE**

**REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of sections 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Expositors Seminary, Inc.
2. The name and address of the registered agent and office is:

Robert Whitney  
17475 Jonathan Drive  
Jupiter, FL 33477

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: \_\_\_\_\_



Date: June 30, 2009