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Division of Corporations

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NEXT CHURCHES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**NEXT CHURCHES, INC.**

Pursuant to the provisions of Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation hereby adopts the following Amended and Restated Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be Next Churches, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 351 S.E. 36<sup>th</sup> Lane, Ocala, Florida 34471, which is also the mailing address of the Corporation.

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. The Corporation is organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (the "Code"), exclusively for the benefit of, to perform the functions of, or to carry out the purposes of (within the meaning of Code Section 509(a)(3)), its sole member The Church at the Springs, Inc., a publicly supported charity (within the meaning of Code Sections 501(c)(3) and 509(a)(1) and 170(b)(1)(A)(i) as a church) (the "Supported Organization"). To the extent consistent with the preceding sentence and permissible under Florida law, the Corporation shall be a mission society of The Church at the Springs, Inc., a church as defined in Code Section 170(b)(a)(A)(i) and its purpose shall be to

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develop and establish new churches for The Church at the Springs, Inc. The Corporation shall be an integrated auxiliary of a church (within the meaning of Treasury Regulations Section 1.6033-2(h)(1)).

B. This Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings 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 to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. 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 any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE V - SOLE MEMBER

The sole member of the Corporation shall be The Church at the Springs, Inc.

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ARTICLE IV - BOARD OF DIRECTORS

- A. The sole member of the Corporation shall elect the directors of the Corporation.
- B. The number of directors of this Corporation shall be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than three (3).
- C. The names and street addresses of the members of the Board of Directors, each to hold office until their successors are elected or appointed and have qualified, are:

Ronald Sylvia	315 S.E. 36 <sup>th</sup> Lane Ocala, FL 34471
Jan Greggo	7 N.E. Ivanhoe Blvd. Orlando, FL 32804
Teddi Sylvia	315 S.E. 36 <sup>th</sup> Lane Ocala, FL 34471

ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed to or for the benefit of the Supported Organization, or if the Supported Organization has lost its exempt status, has substantially abandoned its operations or is dissolved, such assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of 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, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to

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be disposed of be distributed to or for the benefit of any director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority this 10<sup>th</sup> day of June, 2008.

NEXT CHURCHES, INC.

By: 

Ronald Sylva, President

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**OFFICER'S CERTIFICATE TO ACCOMPANY  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
NEXT CHURCHES, INC.**

I, Ronald Sylvia, being the duly elected, qualified and acting President of Next Churches, Inc., a Florida not for profit corporation, hereby certify that the Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate were duly adopted and approved by all of the members entitled to vote, and that the Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate were duly adopted and approved by all of the members of the Board of Directors of the corporation on June 9, 2008, in compliance with Section 617.1007 of the Florida Statutes.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 10 day of June, 2008.

NEXT CHURCHES, INC.

By: 

Ronald Sylvia, President