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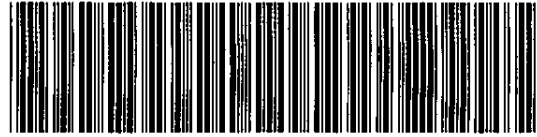
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2010 MAY 12 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Amended & Restated

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MAY 18 2010

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
NEW TESTAMENT CHRISTIAN CENTER, INC.

FILED  
2010 MAY 12 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS the NEW TESTAMENT CHRISTIAN CENTER, INC., A Florida not-for-profit corporation (hereinafter the "Corporation") was incorporated on December 31, 1984; and,

WHEREAS the Corporation was at that time and since governed by its Articles of Incorporation; and,

WHEREAS the directors of the Corporation have determined that it is in the best interest of the Corporation and its members to amend and restate the Corporation's Articles of Incorporation to provide for certain matters; and,

WHEREAS members of the Corporation are not entitled to vote on any amendment of the Articles of Incorporation; and,

WHEREAS the Board of Directors of the Corporation has approved and adopted these Amended and Restated Articles of Incorporation.

NOW THEREFORE the Board of Directors of the Corporation hereby amend and restate the Corporation's articles of incorporation to read as follows:

ARTICLE I.

NAME

The name of this corporation shall be NEW TESTAMENT CHRISTIAN CENTER, INC., and its principal place of business and place of worship shall be at 2558 U.S. 90 East, Madison, Florida 32340.

## ARTICLE II

### PURPOSES

The general purpose and objects of this corporation shall be to conduct religious worship and instruction, churches, schools, parsonages, and other institutions connected therewith of a religious, educational, charitable and benevolent character to the end that its own members and others may be generally instructed and guided concerning their faith, and to advance spiritual growth and enlightenment, moral and personal purity among its own membership and the people of the community in which it is located. And for the purpose of promoting the foregoing purposes, this corporation shall have the right to acquire, either by gift or purchase, and to hold, own, sell, mortgage, or encumber in any manner, lease and improve real estate and personal property for itself and others, either as Trustee or otherwise.

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or other wise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United State Internal

Revenue Law, or by a corporation, contributions to which are deductible under §170(c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. On the dissolution of this corporation the board of directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purpose and that shall at the time qualify as exempt organizations under §501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

### ARTICLE III.

#### USE OF INCOME

All revenue, profit, income and money received from the conduct of such business or enterprise is to be used and employed in religious, educational, charitable, benevolent and missionary work and not for the benefit of the members of said corporation, either individually or collectively.

### ARTICLE IV.

#### POWERS

Said corporation is to have the power to do any and all things necessary or expedient for

carrying out the said objects and purposes of the corporation and in general to possess all rights, privileges and immunities, and enjoy all the benefits granted to corporations of similar character under the law of the State of Florida.

ARTICLE V.

RESTRICTIONS

The activities of the corporation shall be limited to charitable, educational, philanthropic, and other purposes that permit a corporation to qualify as a tax exempt organization under Section 501(c) (3), of the Internal Revenue Code as presently enacted, or might hereinafter be amended. Any activity in violation of such section of law is strictly prohibited.

ARTICLE VI.

MEMBERSHIP

Every person who believes in repentance toward God, and faith in Jesus Christ, as Savior and Lord, and who is willing to confess to Him publicly as Lord and King and follow Him in baptism, and to observe the ordinances of Christ and to be governed by His laws, is qualified and eligible for membership in this corporation. The manner of admission to membership in said corporation shall be by profession of faith as hereinabove provided in Article VI, and upon approval of the Board of Elders in their sole discretion. Upon termination of membership all rights herein shall cease as to the terminated member. Membership in the corporation shall not be transferable.

ARTICLE VII

TERM OF EXISTENCE

The corporation shall have perpetual existence, and shall commence its corporate

existence as of the date of the filing of these Articles.

ARTICLE VIII.

DIRECTORS

The directors of the corporation shall be called the Elders and the board of directors shall be called the Board of Elders. The present Elders shall be the following persons:

| <u>NAME</u>         | <u>ADDRESS</u>                                   |
|---------------------|--|
| Joseph P. Doyle     | 825 SE Corinth Church Road<br>Lee, Florida 32059 |
| Charles M. Starling | 519 SW Gabriella Way<br>Madison, Florida 32340   |
| Johnny C. Taylor    | 410 SE Harpoon Street<br>Madison, Florida 32340  |
| John P. Taylor      | 120 SE Harpoon Street<br>Madison, Florida 32340  |
| Ralph A. Gray       | Post Office Box 709<br>Madison, Florida 32341    |

Selection and Service of Elders.

1. The Board of Elders shall consist of not less than three (3) Elders appointed by the Board of Elders from among the members of the corporation.
2. The Board of Elders shall fill any vacancy on the Board of Elders, by unanimous vote of the then serving Elders, provided that there are not less than three (3) Elders serving and entitled to vote on such appointment. Should there be less than three (3) Elders serving and entitled to vote on such appointment, within 30 days after such vacancy, the members of the corporation shall select from their membership, by secret ballot, additional Elders in sufficient

number so that the total number of Elders is three (3). A separate election shall be held for each Elder position which must be filled. In any election to select an Elder, the vote shall be noticed by positing written notice on the church door at least seven (7) days prior to such election. Such notice shall at a minimum set forth the date and time of the election. Candidates may be nominated from the floor immediately prior to the election. The candidate receiving more than 50% of the votes cast shall be deemed selected as the Elder. If no candidate receives more than 50% of the votes cast, a "run off" election shall be held between the two (2) candidates receiving the highest number of votes cast.

3. The Board of Elders may remove any Elder by two (2) unanimous votes of the Elders not being considered for removal. The second of such votes shall be made at a public meeting of the Board of Elders, which is open to all of the members of the corporation, and which shall be noticed by positing written notice on the church door at least seven (7) days prior to such meeting. Such notice shall at a minimum set forth the date and time of the meeting and the reasons for removal.

4. A majority of the membership of the Board of Elders constitutes a quorum, and the unanimous vote of the quorum present at a meeting of the Board of Elders is necessary for any official action to be taken by the Board of Elders.

Powers of the Board of Elders. The Board of Elders shall be the governing body of the corporation and shall have and exercise all corporate powers of the corporation. Specifically the Board of Elders shall have the power to:

1. Hire, fire and/or suspend all employees of the corporation, who shall serve at the pleasure of the Board of Elders.

2. Appoint and remove officials of the corporation, who shall serve at the pleasure of the Board of Elders.

3. Amend and/or restate the Articles of Incorporation.

4. The decision of the Board of Elders shall be final on matters concerning or related to the corporation.

#### ARTICLE IX

##### REGISTERED OFFICE AND RESIDENT AGENT

The principal place of business of the corporation shall remain 2558 U.S. 90 East, Madison, Florida 32340, and the resident agent of the corporation shall remain JOSEPH P. DOYLE, whose physical address is 825 SE Corinth Church Road, Lee, Florida 32059 and whose mailing address is 825 SE Corinth Church Road, Lee, Florida 32059.

#### ARTICLE X.

##### BY-LAWS

The Board of Elders shall have the right the right to make, adopt, amend and revoke such By-Laws as they shall deem proper and advisable. However the Board of Elders shall not be required to adopt By-Laws.

#### ARTICLE XI.

##### OFFICERS

The following shall be the officers of the corporation, to serve until their successors are duly appointed by the Board of Elders:

| <u>NAME</u>     | <u>ADDRESS</u>             | <u>OFFICE</u> |
|-----------------|----------------------------|---------------|
| Joseph P. Doyle | 825 SE Corinth Church Road | President     |



Lee, Florida 32059

Charles M. Starling

519 SW Gabriella Way  
Madison, Florida 32340

Vice President

Johnny C. Taylor

410 SE Harpoon Street  
Madison, Florida 32340

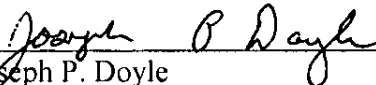
Treasurer

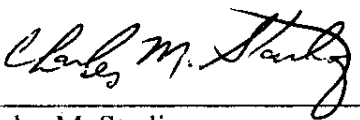
John P. Taylor

120 SE Harpoon Street  
Madison, Florida 32340

Secretary

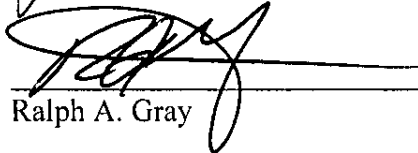
IN WITNESS WHEREOF, the Board of Elders has hereunto unanimously approved these AMENDED AND RESTATED ARTICLES OF INCORPORATION OF NEW TESTAMENT CHRISTIAN CENTER, INC., and consents to such action being taken without a meeting as provided in § 617.0821, Fla.Stat.

  
Joseph P. Doyle May 4, '10  
Date

  
Charles M. Starling May 4, '10  
Date

  
Johnny C. Taylor May 5, 2010  
Date

  
John P. Taylor May 4, '10  
Date

  
Ralph A. Gray 5-10-10  
Date