

N070000009893

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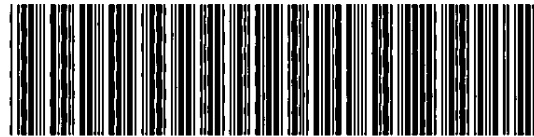
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07 DEC 10 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amended +  
Restated Art.

SP 12/10



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 28, 2007

James H. Russell  
107 Lyman Pl.  
West Palm Beach, FL 33409

SUBJECT: REBUILDING THE WALLS CHRISTIAN CENTER INC  
Ref. Number: N07000009893

We have received your document for REBUILDING THE WALLS CHRISTIAN CENTER INC. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The fee to file Restated Articles of Incorporation or Amended and Restated Articles of Incorporation is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document and \$1 for each additional page, not to exceed \$52.50.

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.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 607A00067604

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
REBUILDING THE WALLS CHRISTIAN CENTER INC**

We, the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of a corporation for such Corporation pursuant to Chapter, 617, of Title 34 of the Statutes of the State of Florida.

**ARTICLE I**

**Name**

The name of the Corporation shall be **Rebuilding The Walls Christian Center Inc**

**ARTICLE II**

**Duration**

The term of the Corporation shall be perpetual.

**ARTICLE III**

**Principle Office, Registered Agent And Address**

The address of the Corporation's principle office is **107 Lyman Place, West Palm Beach, Florida 33409**

The registered agent of the Corporation is James Henry Russell whose address is **107 Lyman Place, West Palm Beach, Florida 33409**

**ARTICLE IV**

**Corporate Seal**

The Corporate Seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of the incorporation and the words "CORPORATE SEAL" AND "FLORIDA."

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## **ARTICLE V**

### **Purpose**

The purpose for which the corporation is organized is exclusively for religious, educational, charitable and scientific, that are described in Section 501(c) (3) of the Internal Revenue Code of 1986.

1. To establish a local church by the direction of God and under the leadership of the Holy Ghost in accordance with all the commandments and provisions as set forth in the Holy Bible;
2. To be a spiritual organism empowered by the Holy Spirit to share Christ with as many people as possible in our church, community and the world;
3. To conduct religious worship services through various forms of ministry;
4. To be a worshipping fellowship, experiencing an awareness of God, recognizing his person and responding in obedience to his leadership;
5. To experience an increasingly meaningful fellowship with God and fellow believers;
6. To be a church that ministers unselfishly to persons in the community and world in the name of Jesus;
7. To be a church that is Christlike in our daily living by emphasizing total commitment of life, personality and possessions to the Lordship of Christ; and
8. To fulfill the calling through Christian education by which members grow in knowledge in their faith and love for both God and humanity.

In furtherance, but not in limitation of the forgoing purposes, the corporation shall have the power and authority:

1. To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm or corporation to be utilized in the furtherance of the necessary, objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the Board of Trustees as required by the by-laws;
2. To distribute, in the manner, form and method, and by means determined by the Board of Trustees of this corporation, any and all forms of contributions received by it in carrying out the programs of the corporation in furtherance of its stated purposes. Money and real or personal property contributed to the corporation in furtherance of those objects and purposes are and shall continue to be impressed with a trust for such purposes; and
3. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, constructed and limited in their application to accomplish the purpose for which this Corporation is formed.

## **ARTICLE VI**

### **Limitation**

1. Notwithstanding any other provision of these articles, this corporation shall not carry any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.
2. The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or political campaign on

behalf of any candidate for public office.

3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Trustees, officers and members 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 purpose set forth above.

## **ARTICLE VII**

### **Dissolution**

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the by-laws and shall include that:

- (1). Upon dissolution of the Corporation or winding up of its affairs, the assets of the Corporation shall be applied and distributed as followed:
  - a. All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made;
  - b. Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and
  - c. All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more religious, charitable, education or scientific organizations (i) which are described in Section 509 (a) (1), (2), or (3), and (ii) to which

deductible contributions can be made under Section 170  
c, (2), 2522 (a) (2), as the Board of Directors shall select.

## **ARTICLE VIII**

### **Indemnification**

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including and appeal thereof) to which a director may be a party or may become involved by reason of being or having been a director or officer at the time such expenses incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board.

## **ARTICLE IX**

### **Management**

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the Board of Trustees is six (6). The number of Trustees may be increased or decreased from time to time in accordance with the By Laws, but shall never be less than six (6). The Trustees shall be elected in the manner prescribed by the By Laws.

The name and address of each Trustee of the Corporation is as follows:

James Henry Russell  
107 Lyman Place  
West Palm Beach, FL 33409

Alberta Russell  
107 Lyman Place  
West palm Beach, FL 33409

Jeanne Khan  
344 N.W. 2<sup>nd</sup> Street  
Pompano Beach ,FL 33060

Richard Shipley  
3452 Cypress Trl. Unit G-202  
West Palm Beach, FL 33417

## **ARTICLE X**

### **Officers**

The Officers of the Corporation shall consist of a President, Secretary, and Treasures, the name and address of each Officer of the Corporation is as follows:

#### **President:**

Pastor James Henry Russell  
107 Tyman Place  
West Palm Beach, FL 33409

#### **Church Security:**

Alberta Russell  
107 Tyman Place  
West Palm Beach, FL 33409

#### **Treasurer:**

Richard Shipley  
3452 Cypress Trail Unit G-202  
West Palm Beach, FL 33417

#### **Financial Security:**

Jeanne Khan  
344 N.W. 2<sup>nd</sup> Street  
Pompano Beach, FL 33060



## **ARTICLE XI**

### **Incorporators**

The name and residences of the subscribers to these Amended and Restated Articles are:

Pastor James Henry Russell  
107 Tyman Place  
West Palm Beach, FL 33409

Alberta Russell  
107 Tyman Place  
West Palm Beach, FL 33409

Richard Shipley  
3452 Cypress Trail Unit G-202  
West Palm Beach, FL 33417

Jeanne Khan  
344 N.W. 2<sup>nd</sup> Street  
Pompano Beach, FL 33060

## **ARTICLE XII**

### **Articles of Incorporation**

The Amended and Restated Articles of Incorporation are made and Adopted by the Board of Trustees.

## **ARTICLE XIII**

### **Amendment**

The Corporation reserves the right to amend or repeal and provisions Contained in these Articles of Incorporation or any amendment to them. The Articles of Incorporation shall be amended in accordance with the By Laws and provisions of the laws of the State of Florida.

## **ARTICLE XIV**

### **Fiscal Year**

The fiscal year of the Corporation shall begin January 1 and end on December 31 of each calender year.

**ARTICLE XV**  
**Territory**

The territory in which the operations of the Corporation are principally to be conducted is **West Palm Beach, Palm Beach County, Florida 33409.**

**ARTICLE XVI**  
**Rules of Order**

The rules contained in the current edition of Robert Rules of Orders, newly Revised, shall govern all meetings of the Corporation.

**IN WITNESS WHEREOF**, We, the undersigned do acknowledge these Articles of Incorporation and accordingly have set hands this 20<sup>th</sup> day of November, A.D. 2006.

Pastor James Henry Russell  
Pastor James Henry Russell

Sis. Alberta Russell  
Sister Alberta Russell

Sister Jeanne Khan  
Sister Jeanne Khan

Bro. Richard Shipley  
Brother Richard Shipley

**STATE OF FLORIDA**  
**COUNTY OF POLK:**

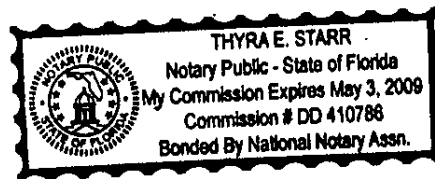
**I HEREBY CERTIFY** that on this day, before me, an officer duly

Authorized in the State and County aforesaid to take acknowledgments,  
personally appeared.

James Henry Russell  
Alberta Russell  
Jeanne Khan  
Richard Shipley

to myself well known to be the persons described in the forgoing Amended  
and Restated Articles of Incorporation and acknowledge before me that they  
subscribed to it.

*Thyra E. Starr*  
Notary Public 11/25/07

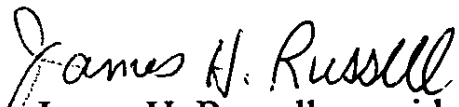


Dear Mrs. Susan Payne,

I have forwarded the information per our conversation, the board  
Of directors of rebuilding the walls Christian center, inc. Did  
approved

The restated articles of corporation unanimously. 12-5-2007.

There are no amendments requiring member approval.

  
James H. Russell- president