

NO7000011675

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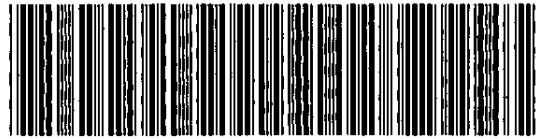
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TALLAHASSEE, FLORIDA

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Amend

TB

FEB 25 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Relapse for Christ Fellowship, Inc.

DOCUMENT NUMBER: N07000011675

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gerald T. Williams
(Name of Contact Person)

Relapse for Christ Fellowship, Inc.
(Firm/ Company)

831 Fieldstone Way
(Address)

West Palm Beach, Florida 33413
(City/ State and Zip Code)

Relapse4Christ@bellsouth.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gerald T. Williams at (561) 568-7018
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Relapse for Christ Fellowship, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N07000011675

(Document Number of Corporation (if known))

FILED
2010 FEB 23 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Same as Originally Filed

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Same as Originally Filed

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Same as Originally Filed

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

(attach additional sheets, if necessary). (Be specific)

Please see attachment "B" documents for all articles to be added.

Incorporation.

The date of each amendment(s) adoption: February 12, 2010

Effective date if applicable: February 12, 2010
(date of adoption is required)

(no more than 90 days after amendment file date)

Adoption of Amendment(s)


(CHECK ONE)

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated February 12, 2010

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Gerald T. Williams

(Typed or printed name of person signing)

President

(Title of person signing)

Attachment "A"

ARTICLE III

Purpose

The purpose for which the corporation is organized is:

To ***exalt*** the name of Jesus Christ through individual and corporate ***worship*** means;
To ***equip*** the saints for the works of the ministry through ***instructional*** means so
the Body may grow in the knowledge of the Son of God, to become mature
disciples, and to fulfill the measure of the stature, which belongs to the fullness of
Christ;

To ***edify*** one another through ***fellowship*** by means of encouraging one another and
building up the Body into a unity of faith; to ***evangelize*** our community, state,
country, and world through ***evangelism*** means which proclaims the Word of God
and cause people everywhere to respond to Jesus Christ through faith; and to
enable the Body to fulfill this ministry purpose through the use of wise
stewardship means that enhance and protect the numerous resources that God has
so faithfully entrusted to this Body of Believers.

Section 2

This congregation is organized as a church exclusively for religious, charitable,
and educational purposes within the meaning of Section 501 (c) (3) of the Internal
Revenue Code of 1986 (or the corresponding provision of any future United States
Internal Revenue law) including, but not limited to, for such purposes, the
establishing and maintaining of religious worship, the building, maintaining and
operating of churches, parsonages, schools, colleges, chapels, radio stations,
television stations, rescue missions, crisis pregnancy centers, missionary
auxiliaries, print shops, day care centers, camps, nursing and retirement homes,
cemeteries, and any other ministries that the elders may be led of God, all of which
are established for the benefit of the members Relapse for Christ Fellowship, Inc
.by providing opportunities for spiritual, physical, intellectual, social and cultural
development.

Article VI

Manner of Election

The manner in which the directors are elected or appointed:

Section 1

The business of the organization shall be managed by a Board of Directors consisting of no fewer than four (4) and no more than fifteen (15) members, together with the officers of this organization. At least one of the Directors elected shall be a resident of the State of Florida and a citizen of the United States.

Section 2

The Directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of 2 years.

Section 3

The Board of Directors as well as the Executive Director shall have the control and management of the affairs of the business of this organization.

Section 4

At any meeting of the Board of Directors, a quorum shall consist of (1) more than (50%) of the total members of appointed Directors.

Section 5

Each Director shall have one vote and such voting may be done by proxy over the phone; in addition, each director may submit their vote by absentee ballot.

Section 6

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine is necessary.

Section 7

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term, unless indicated otherwise at the time of voting.

Section 8

A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. The Board of Directors shall adopt such rules for this hearing and in its discretion consider what is necessary for the best interests of the organization.

Attachment "B"

Article X

Mission Statement

To glorify God by helping believers love the Lord their God with all their heart, soul and might, (*Deuteronomy 6:4-5; Matthew 22:36-38; 1 John 4:7-21*) bringing them to maturity and unity, (*Ephesians 4:11-16; Colossians 1:24-29; John 17:20-26*) that the world may believe God sent His Son, Jesus Christ. (*John 17:20-26; 2 Corinthians 5:17-21*)

Article X

Doctrinal Statement

The following are the doctrinal statements, which each member of New Worship Center shall believe and support:

THE BIBLE

We believe the Scripture, all 66 books of the combined Old and New Testaments, is verbally inspired by God. We believe the Bible is inerrant in the original writings, and it is the Christian's final authority in faith and conduct. (*2 Timothy 3:16-17; 2 Peter 1:20-21*)

GOD

We believe there is only one true, living sovereign, holy, and eternally existent God. God is infinitely perfect and He exists in three persons: Father, Son, and Holy Spirit. The triune God is the creator and sustainer of all things, the source of all truth, and is worthy of worship, confidence, and obedience. (*Deuteronomy 6:4-5; Genesis 1:31*)

THE PERSON AND WORD OF CHRIST

We believe, by the miracle of the virgin birth—that the Lord Jesus Christ is the eternal Son of God. We believe that He became man without ceasing to be God, to reveal God and to redeem mankind from sin. We believe Christ died for the sins of all people as a substitutionary sacrifice. We believe He arose bodily from the dead for our justification. Finally, we believe He is now exalted at the right hand of God as Head of the Church. Christ is Lord of the individual believer, fulfilling His ministry as our Great High Priest and Advocate. (*John 1:1-3, 14; Matthew 1:18-25; Philippians 2:5-9; Colossians 1:15; 1 Corinthians 15:1-8; Acts 1:11*)

THE MINISTRY OF THE HOLY SPIRIT

We believe the ministry of the Holy Spirit is to glorify the Lord Jesus Christ. We believe He convicts the world of sin and regenerates the believing sinner, baptizing him into the Church (which is the Body of Christ). We believe He indwells, guides,

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instructs, and empowers believers for godly living and service. We believe God gives all believers at least one spiritual gift so we can use this gift for the strength and outreach of the Church. (*John 14:16-19; 16:7-15; 1 Corinthians 6:19-20; Romans 8:9, 11; Titus 3:5*)

SALVATION

We believe salvation is God's free gift. Salvation is neither merited nor secured in part or in whole by any human virtue, work, ceremony, or effort. We receive God's gift only through personal faith in the Lord Jesus Christ. In Christ, all true believers have — as a present possession—eternal life, perfect righteousness, and sonship in God's family.

Christians also enjoy every spiritual resource needed for life and godliness, and have the divine guarantee that they shall never perish. God has delivered Christians from all condemnation, and we have eternal security in Christ. (*Ephesians 2:8-10; 2 Corinthians 5:21*)

MAN

We believe God created man in His image. But man sinned, incurring not only physical death, but also spiritual death (separation from God, which all people inherit from Adam). We believe man is subject to Satan's power; and that man, within himself, has no means of recovery or salvation. (*Genesis 1:17, 31*)

THE CHURCH

We believe the true Church is composed of all who have been regenerated by the Holy Spirit, through saving faith in Jesus Christ. We also believe that those who are thus members of the true Church are eligible for membership in the local Church. (*Matthew 16:18; 1 Corinthians 12:12-14; Hebrews 10:25*)

THE BLESSED HOPE

We believe in the personal, imminent and pre-millennial coming of our Lord. First, He will come to receive His own to Himself; later, He will set up His earthly kingdom and reign over redeemed Israel. At that time Christ will also reign over all nations, bringing peace and blessing to the world. We believe this blessed hope has a vital bearing on our personal lives and service. (*Titus 2:13*)

THE CHRISTIAN'S WALK

We believe God calls us—with a holy calling—to walk not after the flesh, but after the Spirit. God wants us to live in the power of His indwelling Holy Spirit, so we will not fulfill the lusts of our physical bodies. We believe the fallen, Adamic nature of the flesh cannot be eradicated in this life. Therefore, keeping ourselves constantly in subjection to Christ, we must allow God's Holy Spirit to live through us in a daily "walk" of faith.

Otherwise, the flesh will certainly demonstrate its presence in our lives, to the Lord's dishonor. It is the responsibility and privilege of every Christian to proclaim the good

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news of Jesus Christ and to seek and to make growing disciples. (*Matthew 28:18-20; Acts 1:8*)

THE ETERNAL STATE

We believe the souls of those who have trusted the Lord Jesus Christ for salvation immediately pass into His presence at death. There they remain in conscious bliss until the resurrection of our bodies at Christ's coming for His Church. Then, with our souls reunited with our glorified bodies, we will live with Him forever in glory. We believe God will punish unbelievers with everlasting separation from His presence, His glory, and His power. (*John 3:16; 2:25; Romans 6:23; Revelation 20:15*)

SATAN

We believe Satan is a person, a fallen angel, the author of the fall of man, and the god of this age. However, we also believe that he is the Christian's defeated enemy. His destiny is eternal punishment. (*Job 1:6-12; Mark 8:32*)

SIN

We believe Adam, the first man, sinned by disobedience. This act resulted in the fall of all mankind. Therefore, all people have sinned and lost their ability to live for the glory of God. Mankind's fall has incurred both physical and spiritual death on all until there is forgiveness and salvation by the grace of God. (*Genesis 3:1-24; Romans 3:10-23; 5:12-21; 6:23*)

THE CHRISTIAN HOME

In addition to these important beliefs, we also believe God has given the parents the responsibility to bring up their children in the nurture and admonition of the Lord. (*Ephesians 6:4; Proverbs 22:6*) We believe a consistent and whole education will occur when home, Church, and school work closely together and are in agreement on the basic concepts of life.

BAPTISM AND LORD'S SUPPER

Jesus instructed His followers to remember His death and resurrection. He gave the Church two visible symbols (called "ordinances") as reminders. These two ordinances are baptism and the Lord's supper. Baptism by immersion is a one-time act of obedience and identification with Jesus as Lord. It serves as an outward sign of conscious confession of repentance and faith. The Lord's Supper is an ongoing symbol remembering our Lord's death, burial, resurrection, and promised return. Each person must decide whether or not to be baptized or to participate in the Lord's Supper. Regardless, we do not regard anyone's participation in these practices as a means of salvation. (*Matthew 28:18-20; Matthew 26: 26-29; 1 Corinthians 11:23-32*)

Article XI

Tax-Exemption Provisions

No part of the net earnings of the Church shall inure to the benefit of or be distributed to its members, elders, officers, staff, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in the Church's Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Church shall not participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XII

Qualifications For Membership

The qualifications for membership in the Corporation and to serve as a director of the Corporation are stated in the Bylaws of the Corporation. Directors shall be elected or appointed in accordance with the Bylaws of the Corporation.

Article XIII

Conduct of Corporate Affairs

The conduct of the affairs of the Corporation will be limited as outlined in the Bylaws of the Corporation. The powers of the Corporation are to be regulated as outlined in the Bylaws of the Corporation.

Article XIV

Conflict of Interest

Section 1

Purpose: The purpose of the conflict of interest policy is to protect the organization's interest when it is considering negotiating a transaction or agreement that might benefit the personal interest of an officer or director of the organization or might result in a possible gain for the transaction. This article is intended to supplement but not replace

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any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.

Section 2

The officers, employees, or agents of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors.

Section 3

No officer, employee, or agent of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract.

Section 4

Disclosure: Any possible conflict of interest shall be disclosed by the person or persons concerned.

Section 5

Board Action: When a conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person(s) shall call it to the attention of the Board of Trustees and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room during the vote of the Board of Trustees. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

Section 6

Record of Conflict: The official minutes of the Board of Directors shall reflect that the conflict of interest was disclosed and the interested person(s) was (were) not present during the final discussion or vote and did not vote on the matter.

Section 7

Violations of Conflict of Interest Policy: If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member

of the basis for such belief and allow the member the opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary

Article XV

Meetings

Section 1 – Meetings will be held at intervals necessary to conduct the business of the organization.

Section 2 – Notice of any regular or special meeting shall be provided to any person entitled to vote at least 7 days prior to such meeting. Unless such notice is waived by the person entitled thereto.

Article XVI

Duties of Directors

Section 1 – The Executive Director shall oversee and maintain the primary business of the organization and shall:

- a. With the Secretary sign and deliver transactions pertaining to the business of the organization.
- b. Assist in directing the communications and marketing of the Relapse for Christ Fellowship, Inc. and any programs as approved by the Board of Directors.
- c. The Executive Director is an ex-officio member of the Board of Directors.

Section 2 – The Chairman shall preside at all meetings of the Board of Directors.

Section 3 – The Co-Chairman preside at the meetings of the Board of Directors in the absence of the Chairman.

Section 4 – The Secretary or his or her designated agent shall:

- a. Maintain records of and, whenever necessary, certify all proceeds for the organization.
- b. See that all notices are given in accordance with the provisions of these articles or as required by law.
- c. Be custodian of the corporate records.
- d. With the Executive Director sign and deliver any transactions pertaining to the business of the organization.

Section 5 – The Treasurer shall be the chief financial officer of the Relapse for Christ Fellowship, Inc. and either he or she or his or her designated agent shall:

- a. Ensure that accurate financial records for the organization are kept.
- b. Deposit all moneys and checks in the name of and to the credit of Relapse for Christ Fellowship, Inc.
- c. Disburse funds and issue checks for the primary business of the organization according to the approval of the Board of Directors.
- d. Render whenever requested, an account of all transactions by the Treasurer and of the financial condition of Relapse for Christ Fellowship, Inc..
- e. Oversee the work of the Budget as set forth by the Board of Directors.

Section 6 – The Director of Public Relations shall:

- a. Direct the communications and marketing of the Relapse for Christ Fellowship, Inc. and any programs as approved by the Board of Directors along with the Executive Director.

Section 7 – All Board of Directors shall complete a standard application for the organization primary management file.

Article XVII

Duration

The duration of the corporation shall be perpetual.

Article XVIII

Territory

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its territories and possessions; but the operation of the corporations shall not be limited to such territory.

Article XIX

Non-Stock Corporation

The corporation shall be considered organized on a non-stock basis, and therefore, certificate of shares of stock in the corporation shall not be issued.

Article XX

Reimbursement of Expenses

By resolution of the organization, the Directors and the Executive Director may be paid for their expenses and/or reimbursed as is reasonable and necessary as approved by the Board of Directors.

Article XXI

Robert Rules of Order

Except as for specific situations approved by the Board of Directors meetings shall be conducted in accordance with Robert's Rule of Order as most recently revised.

Section 1 – The recommended order of business for meetings is:

- a. Roll Call
- b. Minutes Provided of Previous Meeting
- c. Correspondence

- d. Committee Reports
- e. Treasurer's Report
- f. Unfinished Business
- g. New Business
- h. Elections
- i. Bylaws and Rule Changes
- j. Adjournment

Article XXII

Salaries

Section 1 – The Board of Directors shall serve without compensation.

Section 2 – The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

Article XXIII

Committees

Section 1 – The Board of Directors shall appoint all committees of this organization. The term of office of such committees shall be for a period of one year or less if sooner terminated by such action of the Board of Directors.

Article XXIV

Voting

Section 1 – In order for the Board of Directors to recommend any action, the vote ratifying this recommendation must be a majority one.

Article XXV

Staff

Section 1 – The Board of Directors may, as its option, employ professional assistance as it deems necessary to assist in the operation of the organization and its programs. Such authorization may be given to the Executive Director for the cause of conducting pertinent business.

Article XXVI

Finances

Section 1 – The funding for this organization shall be established by the Board of Directors and the Executive Director.

Section 2 – The fiscal year for accounting purposes will be from January 1 through December 31.

Section 3 – Financial Statements shall be rendered on a detailed and regular basis and made available for the Board of Directors for inspection.

Article XXVII

Liability

Section 1 – Nothing in these articles shall constitute any member of the Board of Directors partners for any purpose. No Director, officer, agent, or employee of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of this organization. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these articles, excepting only acts or omissions to act arising out of his/her negligence or misconduct in the performance of day for this organization.

Article XXVIII

Distribution of Funds Upon Dissolution

Upon the dissolution of the organization, 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 of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which organized and operated exclusively for such purposes.

Article XIX

Amendments

Section 1 – Any Amendments of the constitution of bylaws must be approved by a two-thirds (2/3) vote of the Board of Directors.

