

NO80000007617

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

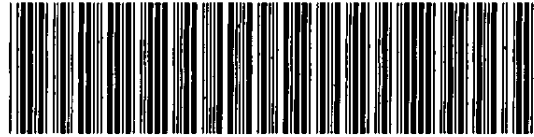
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100133694821

07/31/08--01031--001 **87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUL 31 AM 11:42

YMD 8/13

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUL 31 AM 11:42

Robert L. Wortelboer, Jr., Esq.
1000 Riverside Avenue, Suite 800
Jacksonville, Florida 32204
Phone: (904) 360-3281 or (904) 866-7026

July 29, 2008

Via Regular U.S. Mail

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Filing Restated Articles of Incorporation (Conversion from for Profit to Not for Profit)
Bethlehem Lutheran Preschool, Inc.**

Dear Division of Corporations:

With the filing of the enclosed Restated Articles of Incorporation, Bethlehem Lutheran Preschool, Inc. will convert from a for profit corporation to a not for profit corporation (the "Conversion"). Please find enclosed the following items:

1. The original **"Petition To Change Nature Of Corporation For Profit To A Corporation Not For Profit" (the "Petition")** In Re Bethlehem Lutheran Preschool, Inc. filed with the Fourth Judicial Circuit, In and For Duval County Florida (Case Number 2008-CA-008306);
2. The original **Exhibit "A"** to the Petition entitled **"Certificate of Restated Articles of Incorporation of Bethlehem Lutheran Preschool, Inc."**, which also includes the **Restated Articles of Incorporation of Bethlehem Lutheran Preschool, Inc.** as well as the original **"Approval of Restated Articles of Incorporation By Circuit Judge"**, executed by Circuit Court Judge Aaron K. Bowden;
3. The original **Exhibit "B"** to the Petition setting forth the **Written Consent to Resolution In Lieu of Meeting of the Sole Shareholder of Bethlehem Lutheran Preschool, Inc.** approving the Conversion;
4. The original **Exhibit "C"** to the Petition setting forth **Resolutions of the Board of Directors Approving Restated Articles of Incorporation and Conversion from For Profit to Not For Profit Corporation**; and
5. A check for the filing fee and certified copy in the amount of (\$87.50) Eighty Seven Dollars and Fifty Cents made payable to the "Department of State".

This executed Petition with its attachments comply with Florida Statutes 617.1805, 617.1806 and 617.1807 for the Conversion of Bethlehem Lutheran Preschool, Inc. from a for profit corporation to a not for profit corporation. Please send the certified copy of the filed Restated Articles of Incorporation to: Robert Wortelboer, 1000 Riverside Avenue, Suite 800, Jacksonville, Florida 32204. Thank you for your assistance in these regards.

Sincerely



Robert L. Wortelboer, Jr., Esq.

IN THE CIRCUIT COURT OF THE FOURTH JUDICIAL CIRCUIT, IN AND
FOR DUVAL COUNTY, FLORIDA

16- 2008 -CA- 008306

COPY
ORIGINAL FILED ON
JUN 27 2008

CASE NUMBER:

DIVISION CV-D

IN RE
BETHLEHEM LUTHERAN PRESCHOOL, INC.

**PETITION TO CHANGE NATURE OF CORPORATION FOR PROFIT
TO A CORPORATION NOT FOR PROFIT**

Pursuant to Section 617.1805, 617.1806 and 617.1807, Florida Statutes, Petitioner request this Court to approve a change in the nature of Petitioner's status as a Corporation for profit to a Corporation not for profit and states as follows:

1. **Bethlehem Lutheran Preschool, Inc.** was incorporated as a Florida for profit corporation on November 2, 1988.

2. The purpose of **Bethlehem Lutheran Preschool, Inc.** has always been and will continue to be for the foreseeable future a Christian day care center and preschool, which has always and will continue for the foreseeable future to operate within Duval County, Florida.

3. Pursuant to the terms of the Restated Articles of Incorporation (a copy of which is attached hereto as **Exhibit "A"**), **Bethlehem Lutheran Preschool, Inc.** will change from a Florida corporation for profit to a Florida corporation not for profit (the "Change").

4. In accordance with the Restated Articles of Incorporation, **Bethlehem Lutheran Preschool, Inc.** is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code"), as amended, and the Treasury Regulations issued thereunder, or the corresponding section of any future federal tax code, and generally to engage in any other lawful endeavor or activity in furtherance of any of the foregoing purposes permitted under the Florida Not For Profit Corporation Act.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUL 31 AM 11:42

5. The sole shareholder of **Bethlehem Lutheran Preschool, Inc. , Bethlehem Lutheran Church, Inc.**, has approved, by and through a sole shareholder consent (a copy of which is attached hereto as **Exhibit "B"**), the conversion of **Bethlehem Lutheran Preschool, Inc.** from a for profit corporation to a not for profit corporation.

6. The Restated Articles of Incorporation of **Bethlehem Lutheran Preschool, Inc.** and the conversion of **Bethlehem Lutheran Preschool, Inc.** from a For Profit corporation to a Not For Profit corporation were approved by resolution (a copy of which is attached hereto as **Exhibit "C"**) of the board of directors of **Bethlehem Lutheran Preschool, Inc.**

7. The Restated Articles of Incorporation of **Bethlehem Lutheran Preschool, Inc.** specifically state in Article XII, as required by Section 617.1806, Florida Statutes the following:

At and after the effective date of these Restated Articles of Incorporation, the successor Corporation not for profit shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and all of the property, real, personal and mixed of the predecessor corporation for profit. All debts due to the predecessor corporation for profit on whatever account shall be vested in and all claims, demands, property, rights, privileges, powers, and every other interest of the predecessor corporation for profit shall be the property of the successor Corporation not for profit as they were of the predecessor corporation for profit. The title to any real estate vested by deed or otherwise in the predecessor corporation for profit shall be preserved unimpaired, limited in lien to the property affected by such lien on the effective date of these Restated Articles of Incorporation. All debts, liabilities and obligations of the predecessor corporation for profit and any debts, liabilities and obligations arising after the effective date of these Restated Articles of Incorporation shall henceforth attach as if such debts, liabilities and obligations had been incurred or contracted by the successor Corporation not for profit.

WHEREFORE, Petitioner respectfully requests that this Court execute an order changing the nature of Bethlehem Lutheran Preschool, Inc. from a corporation for profit to a corporation not for profit by and through the approval of the Restated Articles of Incorporation, and to endorse its approval thereon, as required by Section 617.1807, Florida Statutes.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 JUL 31 AM 11:42

I, Pastor Dana Brones, as President of Bethlehem Lutheran Preschool, Inc. hereby execute this Petition in support thereof and as required by Section 617.1805, Florida Statutes.

Dana Brones
Pastor Dana Brones
President
Bethlehem Lutheran Preschool, Inc.

Date June 24, 2008

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to (or affirmed) and subscribed before me on this 24th day of June, 2008
by Pastor Dana Brones.

Peggy J. Roberts
NOTARY PUBLIC - STATE OF FLORIDA
PEGGY J. ROBERTS
COMMISSION # DD 519971
EXPIRES March 3, 2010
[Print, type or stamp commissioned name of notary]

☒ Personally known
☐ Produced identification
Type of identification produced

Dated this 24th day of June, 2008.

Respectfully submitted,

Robert L. Wortelboer, Esq.

Robert L. Wortelboer, Esq.
Florida Bar Number: 42382
1000 Riverside Avenue, Suite 800
Jacksonville, Florida 32204
Phone: (904) 360-3281
Facsimile: (904) 358-6424

Counsel for Petitioner

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUL 31 AM 11:42

EXHIBIT "A"

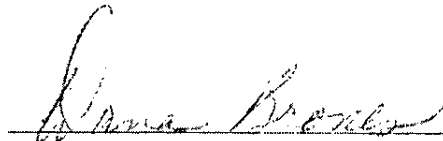
**CERTIFICATE OF RESTATED ARTICLES OF INCORPORATION
OF
BETHLEHEM LUTHERAN PRESCHOOL, INC.
(a Florida not-for-profit corporation)**

In accordance with Section 617.1007, Florida Statutes, the undersigned, Pastor Dana Brones, President of Bethlehem Lutheran Preschool, Inc. hereby certifies:

1. The name of the Corporation is **Bethlehem Lutheran Preschool, Inc.**
2. The Articles of Incorporation of the Corporation are hereby restated in their entirety.
3. The Restated Articles of Incorporation of the Corporation were duly adopted by resolution by the Corporation dated and effective June 24, 2008 in accordance with F.S. Section 617.1007, which contains several amendments, and subsequently approved in accordance with F.S. Sections 617.1805, 617.1806 and 617.1807.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Restated Articles of Incorporation this 24th day of June 2008.

Bethlehem Lutheran Preschool, Inc.



Pastor Dana Brones, President
Bethlehem Lutheran Preschool, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUL 31 AM 11:42

EXHIBIT "A"

RESTATED ARTICLES OF INCORPORATION OF BETHLEHEM LUTHERAN PRESCHOOL, INC. (a Florida not-for-profit corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUL 31 AM 11:42

The following Restated Articles of Incorporation, duly adopted pursuant to the authority and provisions of the Florida Not For Profit Corporation Act, supersede and take the place of the existing Articles of Incorporation and all amendments thereto:

ARTICLE I Name

The name of the corporation is **Bethlehem Lutheran Preschool, Inc.** (the "Corporation").

ARTICLE II Principal Office

The mailing address of the principal office of the Corporation is 1423 North Eighth Avenue, Jacksonville Beach, Florida 32250.

ARTICLE III Duration

The duration of this Corporation is to be perpetual.

ARTICLE IV Purposes and Limitations

Section 4.1 Conversion from For Profit to Not For Profit Corporation. The Corporation is hereby changed from a corporation for profit to a corporation not for profit in accordance with these Restated Articles of Incorporation and as permitted under the Florida Not For Profit Corporation Act.

Section 4.2 Purposes. The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code"), as amended, and the Treasury Regulations issued thereunder, or the corresponding section of any future federal tax code, and generally to engage in any other lawful endeavor or activity in furtherance of any of the foregoing purposes permitted under the Florida Not For Profit Corporation Act.

EXHIBIT "A"

Section 4.3 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 Section 4.2 of these Restated Articles of Incorporation. Notwithstanding any other provisions of these Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE V **MEMBERSHIP**

The Corporation shall not have members, unless the Board of Directors determines to have members pursuant to the terms of the Bylaws.

ARTICLE VI **BOARD OF DIRECTORS**

Section 6.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors (the "Board", or the "Board of Directors", or "Directors", as appropriate), except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

Section 6.2 Number and Election. The number of Directors constituting the Board of Directors shall be nine (9). The number of Directors may be expanded or reduced from time to time as provided in the Bylaws, but shall never be less than three (3). The Directors shall be elected or appointed in such manner and shall serve for such terms as shall be provided in the Bylaws of the Corporation.

Section 6.3 Names and Addresses of Board of Directors. The names and addresses of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Pastor Dana Brones	1423 North Eighth Avenue Jacksonville Beach, Florida 32250
Shannon Chicerelli	1423 North Eighth Avenue Jacksonville Beach, Florida 32250
Wilma Corbet	1423 North Eighth Avenue Jacksonville Beach, Florida 32250
Lee Fisher	1423 North Eighth Avenue Jacksonville Beach, Florida 32250

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUL 31 AM 11:42

EXHIBIT "A"

Kay Hawkins	1423 North Eighth Avenue Jacksonville Beach, Florida 32250
Shirley Junk	1423 North Eighth Avenue Jacksonville Beach, Florida 32250
Kathleen Poe	1423 North Eighth Avenue Jacksonville Beach, Florida 32250
Renee Price	1423 North Eighth Avenue Jacksonville Beach, Florida 32250
Robert Wortelboer, Jr.	1423 North Eighth Avenue Jacksonville Beach, Florida 32250

ARTICLE VII **Amendments**

These Restated Articles of Incorporation may be amended only by the approval of two-thirds (2/3) of the Directors of the Corporation.

ARTICLE VIII **Bylaws**

The bylaws of this Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the Board of directors in accordance with such Bylaws.

ARTICLE IX **Registered Agent**

The name and address of the Registered Agent is Pastor Dana Brones, whose address is 1423 Eight Avenue, North, Jacksonville Beach, Florida 32205.

ARTICLE X **Indemnification**

Section 10.1 Limitation of Liability. To the full extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of this Corporation shall not be liable to any person for any monetary damages.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUL 31 AM 11:42

EXHIBIT "A"

Section 10.2 Indemnification.

(a) This Corporation shall indemnify a director or officer of this Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a director or officer or is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, this Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that he or she is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to his or her ability to make repayment. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify and advance the expenses of any director or officer.

(b) The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause this Corporation to indemnify or contract in advance to indemnify any person not specified in Section 10.2(a) who was or is a party to any proceeding, by reason of the fact that he or she is or was an employee or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Section 10.2(a).

Article XI Dissolution

Section 11.1. Dissolution. The Corporation may be dissolved at anytime at any regular or special meeting of the Board of Directors by an affirmative vote of not less than (3/4) provided: (1) notice of the proposed dissolution has been given to the board; and (2) a majority of the board of directors is present and voting.

Section 11.2 Distributions. Upon the dissolution of the Corporation, after paying and making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer, or conveyance by reason of dissolution, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) or the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUL 31 AM 11:43

EXHIBIT "A"

Article XII

Assets and Liabilities of Predecessor Corporation For Profit

At and after the effective date of these Restated Articles of Incorporation, the successor Corporation not for profit shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and all of the property, real, personal and mixed of the predecessor corporation for profit. All debts due to the predecessor corporation for profit on whatever account shall be vested in and all claims, demands, property, rights, privileges, powers, and every other interest of the predecessor corporation for profit shall be the property of the successor Corporation not for profit as they were of the predecessor corporation for profit. The title to any real estate vested by deed or otherwise in the predecessor corporation for profit shall be preserved unimpaired, limited in lien to the property affected by such lien on the effective date of these Restated Articles of Incorporation. All debts, liabilities and obligations of the predecessor corporation for profit and any debts, liabilities and obligations arising after the effective date of these Restated Articles of Incorporation shall henceforth attach as if such debts, liabilities and obligations had been incurred or contracted by the successor Corporation not for profit.

08 JUL 31 AM 11:43

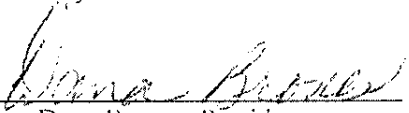
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

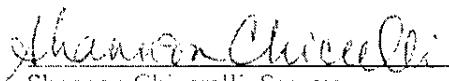
Article XIII

Effective Date of Restated Articles of Incorporation

The effective date of these Restated Articles of Incorporation shall be the date the Florida Department of State files the same as set forth in Section 617.1807, Florida Statutes.

IN WITNESS WHEREOF, the undersigned hereby executes these Restated Articles of Incorporation at Jacksonville, Duval County, Florida, this 24th day of June 2008.


Rev. Dana Brones, President
Bethlehem Lutheran Preschool, Inc.


Shannon Chiccerelli, Secretary
Bethlehem Lutheran Preschool, Inc.

BEFORE ME, the undersigned authority, personally appeared Pastor Dana Brones and Shannon Chiccerelli, to me well known, and who executed the foregoing Restated Articles of Incorporation, before me.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 24 day of June, 2008.

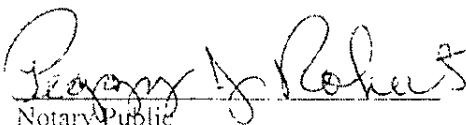

Notary Public
State of Florida, At Large



EXHIBIT "B"

BETHLEHEM LUTHERAN CHURCH, INC.

**WRITTEN CONSENT TO RESOLUTION
IN LIEU OF MEETING OF THE SOLE SHAREHOLDER OF
BETHLEHEM LUTHERAN PRESCHOOL, INC.**

Approval of Conversion from for Profit to Not for Profit Corporation

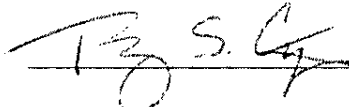
Effective: June 24, 2008

The adoption of the following resolutions are consented to by the undersigned, which is the sole shareholder of Bethlehem Lutheran Preschool, Inc. (herein the "Corporation"):

RESOLVED, that the Board of Directors hereby approves the conversion of the Corporation from a for profit to a not for profit corporation; and be it further

RESOLVED, that the directors and officers of the Corporation, acting singly or jointly, be and hereby are authorized on behalf of the Corporation to perform such acts as the directors and officers of the Corporation, or any of them, deem necessary or desirable to effectuate the purpose and intent of this resolution.

Bethlehem Lutheran Church, Inc.



Print Name TRACY S. CRIPPE

Title PRESIDENT

Date: 6/25/08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUL 31 AM 11:43

EXHIBIT "C"

BETHLEHEM LUTHERAN PRESCHOOL, INC.

**Resolutions of the Board of Directors
Approving Restated Articles of Incorporation and
Conversion from For Profit to Not For Profit Corporation**

Effective: June 24, 2008

WHEREAS the Board of Directors deems it to be in the best interest of the Corporation to change its nature from a corporation for profit to a corporation not for profit pursuant to and in accordance with the Florida Not For Profit Corporation Act.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby ratifies, confirms and approves in all respects the attached Restated Articles of Incorporation attached hereto as **Exhibit "A"**; and be it further

RESOLVED, that the Board of Directors hereby approves the conversation of the Corporation from a for profit to a not for profit corporation; and be it further

RESOLVED, that the officers of the Corporation, acting singly or jointly, be and hereby are authorized on behalf of the Corporation to perform such acts as the officers of the Corporation, or any of them, deem necessary or desirable to effectuate the purpose and intent of this resolution.

**SECRETARY'S CERTIFICATE
OF
BETHLEHEM LUTHERAN PRESCHOOL, INC.**

I, Shannon Chiccerelli, Secretary of Bethlehem Lutheran Preschool, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

Attached hereto are resolutions duly adopted by the Board of Directors of the Corporation on June 24, 2008 regarding the adoption and approval of the Corporation's Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 24th day of June, 2008.


Shannon Chiccerelli, Secretary
Bethlehem Lutheran Preschool, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JUL 31 AM 11:43