

N08073

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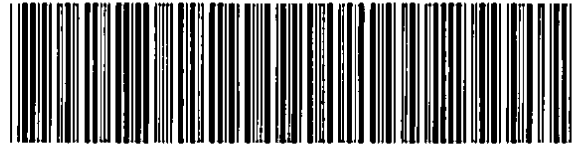
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 7, 2020

SCOTT BEAUCHAMP  
MIDDLEBROOK GOODSPEED  
4501 MERLOT - STE. 200  
GRAPEVINE, TX 76051

SUBJECT: JUPITERFIRST CHURCH, INC.  
Ref. Number: N08073

We have received your document for JUPITERFIRST CHURCH, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 720A00005100

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
**JUPITERFIRST CHURCH, INC.**

JupiterFIRST Church, Inc. hereby adopts the following Amended and Restated Articles of Incorporation for such Corporation pursuant to the provisions of The Florida Not for Profit Corporation Act (the "Act"). The Church hereby adopts Amended and Restated Articles of Incorporation that accurately reflect changes to the Articles of Incorporation and all amendments hereto that are in effect to date as further amended by such Amended and Restated Articles of Incorporation as hereinafter set forth.

**ARTICLE 1**  
**NAME**

The name of the corporation is JupiterFIRST Church, Inc. (*hereinafter* "Church"). The Church was incorporated on March 11, 1985 pursuant to the Florida Not for Profit Corporation Act, and the supplements thereto. The Church hereby adopts the Amended and Restated Articles of Incorporation and all previous amendments thereto are hereby deleted in their entirety and amended and restated as set forth herein.

**ARTICLE 2**  
**NONPROFIT CORPORATION**

The Church is a nonprofit corporation organized under the Florida Not for Profit Corporation Act and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Church shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986" or "Code").

**ARTICLE 3**  
**DURATION**

The period of the Church's duration is perpetual.

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## **ARTICLE 4 PURPOSES**

The Church is formed for any lawful purpose or purposes not expressly prohibited under Title 1, Division 2, Part 4 of the Code, including any purpose described by Title 1, Division 2, Part 4, Chapter 1, Article 1 of the Code. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Church's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To foster a community that is diverse, spiritually connected, welcoming, biblically-literate, enthusiastic of both ancient and modern worship, overflowing with joy, and absolutely bursting at the seams with grace.

(c) To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere.

(d) To collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Florida and elsewhere.

(e) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(f) This Church is also organized to: promote, encourage, and foster any other similar religious, charitable, and educational activities; accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

## **ARTICLE 5**

## **POWERS AND RESTRICTIONS**

Except as otherwise provided in these Articles of Incorporation and the Bylaws, and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Code, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

(a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in this Certificate of Formation. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Certificate of Formation, the Church shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Church is in any one (1) year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

## **ARTICLE 6**

## **DISSOLUTION**

Upon the dissolution of the Church, the Church shall, after paying or making provision for payment of all the liabilities of the Church, distribute all of the assets of the Church to any organization designated by the board of directors (Church Council) of the Church which is of like faith and order and is exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future tax law of the United States).

## **ARTICLE 7 MEMBERSHIP**

The Church shall have one or more classes of members, as provided by the Bylaws.

## **ARTICLE 8 REGISTERED OFFICE AND AGENT**

The current agent for service of process is Kevin Young at 1475 Indian Creek Pkwy., Jupiter, FL. 33458. The street address and the mailing address of the Corporation is 1475 Indian Creek Pkwy., Jupiter, FL. 33458.

## **ARTICLE 9 BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the board of directors of the Corporation. The Board of Directors is referred to, known, and called the "Church Council," "Council," or "Council Members" in the Bylaws and in these Articles and may vest management responsibility for selected matters in the church membership, certain committees, officers, offices, and employees of the Church, as deemed appropriate from time to time and as specified in the Bylaws. The Church Council shall function as the board of directors under the Florida Not for Profit Corporation Act.

The qualifications, manner of selection, duties, terms, and other matters relating to the Church Council of the Church shall be provided in the Bylaws.

The Church Council shall consist of eleven (11) persons. The number of Council Members may be increased or decreased pursuant to the Bylaws. The number of Council Members may not be decreased to less than three (3). Council Members need not be residents of Florida. The Church Council shall consist of the following persons at the following addresses:

Name of Director

Street Address

|                   |  |
|-------------------|--|
| • Kevin Young     | 1475 Indian Creek Pkwy.<br>Jupiter, FL. 33458        |
| • Stan Krueger    | 237 Carina Drive<br>Jupiter, FL. 33478               |
| • Nancy Wrieden   | 246 Bluejay Lane<br>Jupiter, FL. 33458               |
| • Greg Jacobson   | 403 Meadowlark Lane<br>Jupiter, FL. 33458            |
| • Richard Delucia | 327 Old Jupiter Beach Road<br>Jupiter, FL. 33477     |
| • Mark Jarrett    | 901 Seafarer Cir., Unit 503<br>Jupiter, FL. 33477    |
| • Sharon Longman  | 1002 Center Street<br>Jupiter, FL. 33458             |
| • Karen Zudans    | 943 Dolphin Drive<br>Jupiter, FL. 33458              |
| • Lynn Hughes     | 214 Ridge Road<br>Jupiter, FL. 33477                 |
| • Erica Barnes    | 7295 150th Court N.<br>Palm Beach Gardens, FL. 33418 |
| • Tim Anderson    | 18238 River Oaks Drive<br>Jupiter, FL. 33458         |

## **ARTICLE 10 INDEMNIFICATION**

Except as may be defined and limited by the Bylaws, the Church may, but is not required to, indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Church. The Church may provide a trust fund, insurance, or other arrangement to effectuate this article.

## **ARTICLE 11 LIMITATION ON LIABILITY OF DIRECTORS**

The liability of the Church for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

## **ARTICLE 12 CONSTRUCTION**

All references in these Articles of Incorporation to laws, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

## **ARTICLE 13 AMENDMENT**

These Articles of Incorporation may only be altered, amended, or repealed, and new Articles of Incorporation enacted by the following procedure: The Church Council shall approve any amendments or alterations to these by a two-thirds (2/3) majority vote of the Council. The Church Council's approval shall not enact said revisions but shall make said revisions eligible to be presented to the active membership for full approval and enactment. After the Church Council approves the proposed amendments, said amendments shall be eligible to be presented to the active membership. The active membership shall approve and enact the proposed amendments by a two-thirds (2/3) majority vote in the Annual Meeting or a special meeting.



**Adoption of Amendment(s)**

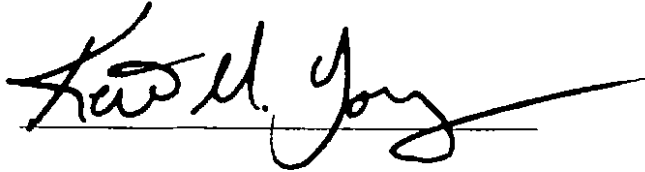
**(CHECK ONE)**

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

The Amended and Restated Articles of Incorporation, as set forth above, have been approved by the Church Council and membership of the JupiterFIRST Church, Inc.

IN WITNESS HEREOF, the below named authorized corporate officer executes this Amended and Restated Articles of Incorporation on this 19 day of January, 2020.

Signed:



Name:

Kevin M. Young

Title:

Senior Minister / Director