

N08487

(Requestor's Name)

GOLDEN GATE ASSEMBLY OF GOD  
3899 29th AVE. SW  
NAPLES, FL 34117  
PH. (239) 455-7051

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

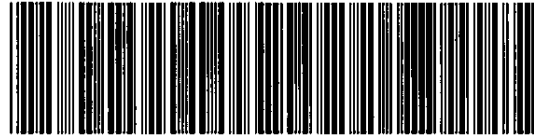
(Business Entity Name)

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Amended & Restated  
TB 7-10-09



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 27, 2009

GOLDEN GATE ASSEMBLY OF GOD, INC.  
3899 29TH AVE SW  
NAPLES, FL 34117

SUBJECT: GOLDEN GATE ASSEMBLY OF GOD, INC.  
Ref. Number: N08487

We have received your document for GOLDEN GATE ASSEMBLY OF GOD, 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):

The date of adoption of each amendment must be included in the document.

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) 245-6925.

Teresa Brown  
Regulatory Specialist II

Letter Number: 409A00017882

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TALLAHASSEE, FLORIDA

# AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

## GOLDEN GATE ASSEMBLY OF GOD, INC.,

*a Florida not-for-profit corporation*

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION (these "Amended and Restated Articles of Incorporation") hereby alter, modify, amend, and restate the Articles of Incorporation of the **GOLDEN GATE ASSEMBLY OF GOD, INC.,** *a Florida non-for-profit corporation* (the "Association") filed with the Florida Department of State on APRIL 2, 1985 (the "Original Articles"). These Amended and Restated Articles of Incorporation have been adopted by the Corporation pursuant to *Florida Statutes* Sections 617.1001, 617.1002, 617.1006, and 617.1007 and applicable provisions of the Original Articles.

**FIRST:** The name of the corporation (the "Corporation") is:

**GOLDEN GATE ASSEMBLY OF GOD, INC.,**  
*a Florida not-for-profit corporation*

**SECOND:** The purpose of the Corporation is as follows:

- (a) To establish and maintain a place for the worship of Almighty God, our Heavenly Father, to provide for Christian fellowship for those of like precious faith, where the Holy Ghost may be honored according to our distinctive testimony; to assume our share of the responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and abroad.
- (b) To perpetuate, promulgate, and support the doctrines of the General Council of Assemblies of God, and it, and all its property, both real and

personal, shall be subject to the laws, usages and ministerial appointments of the General Council of the Assemblies of God, Springfield, Missouri, and the Peninsular Florida District Council, Lakeland, Florida, as now are or shall be from time-to-time established, made, and declared by the lawful authority of the said councils.

- (c) The corporation shall have the power to acquire and hold title in fee simple, in trust, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, and dispose of all such property in conformity with the Corporation's Constitution and By-Laws, and each and every power and right granted to Florida not-for-profit corporations under the laws of the State of Florida.

**THIRD:** The period of duration of the Corporation is perpetual, unless dissolved according to law.

**FOURTH:** The Corporation shall have members. Members of the Corporation will be required to meet the qualifications provided in the Corporation's Constitution and By-Laws as now in existence and as may be altered, modified, or amended in the future. Persons meeting such qualifications will be admitted as members of the Corporation in the following manner, to -wit: Public Recognition and Membership Certificate; provided, however, that no member of the Corporation shall have any vested right, interest or privilege of, in or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be inheritable or which shall continue after cessation of membership in the Corporation.

**FIFTH:** The affairs of the Corporation shall be managed by a Board of Directors. The minimum number of directors of the Corporation is **THREE (3)**. Directors of the Corporation shall meet the qualifications set forth in and shall be elected as provided in the Corporation's Constitution and By-Laws as now in existence and as may be altered, modified, or amended in the future.

**SIXTH:** The Corporation's pastor shall serve *ex officio* as President of the Corporation and Chairman of the Corporation's Board of Directors. The Corporation's pastor shall be called as provided in the Corporation's Constitution and By-Laws as now in existence and as may be altered, modified, or amended in the future. The Corporation may have such other officers as shall be provided in the Corporation's Constitution and By-Laws as now in existence and as may be altered, modified, or amended in the future.

**SEVENTH:** The purpose for which the Corporation is organized is set forth in **ARTICLE SECOND** of these Amended and Restated Articles of Incorporation.

The Corporation is organized 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 of 1986, as amended, and any corresponding section of any future federal tax code (the "Code").

**EIGHTH:** The Corporation is organized under a non-stock basis.

**NINTH:** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 **ARTICLE SECOND** and **ARTICLE SEVENTH** of these Amended and Restated Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or 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 the Corporation's Amended and Restated Articles of Incorporation, as amended from time-to-time, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

**TENTH:** Upon dissolution of the Corporation, assets of the Corporation shall be distributed to (a) **THE GENERAL COUNCIL OF THE ASSEMBLIES OF GOD**, a *Missouri corporation* with headquarters at Springfield, Missouri (the "General Council"), if the General Council shall then be in existence and then a corporation described in Section 501(3)(c) of the Code, (b) but if the General Council shall not then be in existence or not then described in said Section 501(c)(3), assets of the Corporation shall be distributed **THE PENINSULAR FLORIDA DISTRICT COUNCIL OF THE ASSEMBLIES OF GOD, INC.**, a *Florida not-for-profit corporation* (the "District Council"), if the District Council shall then be in existence and then a corporation described in Section 501(3)(c) of the Code, (c) but if the District Council shall not then be in existence or not then described in said Section 501(c)(3), assets of the Corporation shall be distributed (i) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, (ii) to the federal government, or (iii) to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of shall be disposed of by the Circuit Court of the Twentieth Judicial Circuit, in and for Collier County, Florida, exclusively for such purposes or to such organization or organizations as the said honorable Court shall determine which are

organized and operated exclusively for such purposes as set forth in **ARTICLE SECOND** of these Amended and Restated Articles of Incorporation.

**ELEVENTH:** These Amended and Restated Articles of Incorporation may be altered, modified, or amended in the manner provided by law. Every amendment must first be approved by the Corporation's Board of Directors and then approved at a duly constituted meeting of the members of the Corporation by a majority of those entitled to vote thereon.

**TWELFTH:** These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors and the members of the Corporation by votes Oct. 8, 2008, and Oct. 12, 2008, respectively, with the number of votes cast for these Amended and Restated Articles of Incorporation sufficient for approval.

**THIRTEENTH:** The alteration, modification, amendment, and restatement of the Original Articles pursuant to these Amended and Restated Articles of Incorporation shall be effective as of the date these Amended and Restated Articles of Incorporation shall be filed with the Florida Department of State.

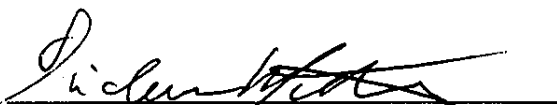
**IN WITNESS WHEREOF**, the undersigned Corporation has caused these Amended and Restated Articles of Incorporation to be executed on its behalf by an Officer thereunto authorized, and attested to by its Secretary, this 27 day of MAY, 2009.

**GOLDEN GATE ASSEMBLY OF GOD, INC.,**  
*a Florida not-for-profit corporation*

By:

  
**PASTOR JEFF FOWLER**  
Its President

**ATTEST:**

  
**SINCLAIRE A. WILLIAMS**  
Its Secretary