

N08768

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

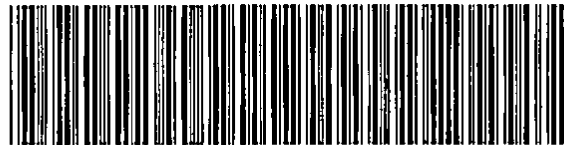
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3/1/21

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Amended
Registered
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 17, 2021

SCOTT BEAUCHAMP
MIDDLEBROOK GOODSPEED
611 S. MAIN ST., SUITE 500
GRAPEVINE, TX 76051

SUBJECT: BIG PINE CHRISTIAN CENTER, INC.
Ref. Number: N08768

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

RIGHT BELOW EXHIBIT A, PLEASE CHANGE KEYS VINEYARD CHURCH, INC. TO READ BIG PINE CHRISTIAN CENTER, INC. AMENDED AND RESTATED ARTICLES OF INCORPORATION. PLEASE RESUBMIT. ✓

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 721A00003569

COVER LETTER

TO: Amendment Section
Division of Corporations

Big Pine Christian Center, Inc.

NAME OF CORPORATION: _____
N08768

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Scott Beauchamp

(Name of Contact Person)

Middlebrook Goodspeed

(Firm/ Company)

611 S. Main St., Suite 500

(Address)

Grapevine, TX 76051

(City/ State and Zip Code)

scott@mglawteam.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Scott Beauchamp

817

662-7088

at

(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 checked="" 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 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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

11/13/20 - 1 PM 9:18

BIG PINE CHRISTIAN CENTER, INC.
Amended and Restated Articles of Incorporation

Pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617, as amended (referred to as the "Code"), Big Pine Christian Center, Inc., document number N08768, (the "Corporation") hereby adopts the following Restated Articles of Incorporation.

ARTICLE 1

The name of the Corporation is Big Pine Christian Center, Inc. The Corporation was incorporated as Big Pine Christian Center, Inc. on April 17, 1985, pursuant to the Florida Not For Profit Corporation Act, and the supplements thereto. The Corporation 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 in Exhibit A.

ARTICLE 2

The Amended and Restated Articles of Incorporation amends the original April 17, 1985 Articles of Incorporation and any amendments by: changing the name of the Corporation to Keys Vineyard Church, Inc.; expanding the purposes and limitations of the Corporation; recognizing the autonomy of the Corporation as a church; clarifying the powers and restrictions of the Corporation; adding IRS compliance language; enhancing a provision regarding dissolution of the Corporation; clarifying the membership of the Corporation; updating the information regarding the members of the board of directors of the Corporation; adding a provision allowing for limited liability of members of the Board of Directors; revising the statement of Amendment.

ARTICLE 3

Each new amendment to the Amended and Restated Articles of Incorporation has been made in accordance with the provisions of the Code. The Restated Articles of Incorporation has been approved in the manner required by the Code and by the governing documents of the Corporation. Specifically, the Restated Articles of Incorporation and each such amendment made by the Restated Articles of Incorporation was adopted on December 10, 2020, by a unanimous written consent of the Board of Directors.

ARTICLE 4

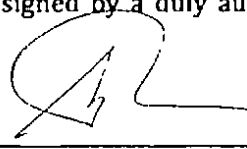
The previous Articles of Incorporation and all amendments thereto are hereby superseded and replaced by the attached Amended and Restated Articles of Incorporation (Exhibit A) which accurately states the text of the Articles of Incorporation being restated and each amendment to the Articles of Incorporation that is in effect, as further amended by the restated Articles of Incorporation. The attached restated Articles of Incorporation does not contain any other change in the Articles of Incorporation being restated except for

the information permitted to be omitted by the Code, if any, and other applicable provisions of the Code, as amended.

This document becomes effective when the document is filed with the Secretary of State.

The undersigned affirms that the person designated as registered agent in the Amended and Restated Articles of Incorporation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

IN WITNESS WHEREOF, the undersigned corporation has caused this Amended and Restated Articles of Incorporation to be signed by a duly authorized officer thereof this 10 day of December 2020.

A handwritten signature in black ink, appearing to read 'Steve Laws', is written over a horizontal line.

Name: Steve Laws
Title: Lead Pastor/President

EXHIBIT A

Big Pine Christian Center, Inc. Amended and Restated Articles of Incorporation

Big Pine Christian Center, Inc. (the "Corporation" or "Church") hereby adopts the following Amended and Restated Articles of Incorporation for such Corporation pursuant to the provisions of Florida Not For Profit Corporation Act, Chapter 617 (the "Code"), as amended.

ARTICLE 1 NAME

The filing entity being formed is a nonprofit religious corporation. The amended name of the Church is Keys Vineyard Church, Inc.

ARTICLE 2 NONPROFIT CORPORATION

The Corporation is a nonprofit corporation organized under the Code and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation 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").

ARTICLE 3 AUTONOMY

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate with any churches (Christian churches and ministries) of like precious faith.

ARTICLE 3 DURATION

The period of the Corporation's duration is perpetual, notwithstanding subsequent action by the Board of Directors.

ARTICLE 4 PURPOSES

The Church is formed for any lawful purpose or purposes not expressly prohibited under 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 establish and maintain a place for the worship of Almighty God, our Heavenly Father.

(c) To provide for religious education and Christian fellowship for those of like precious faith, where the Holy Spirit may be honored according to our distinctive testimony.

(d) 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 in foreign lands.

(e) 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.

(f) 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.

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

(h) 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 this Amended and Restated 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 Articles of Incorporation. 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 Articles of Incorporation, 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 of any subsequent federal tax laws; or (iv) making 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's 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 Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Board of Directors of the Corporation 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 corresponding provisions of any subsequent federal tax laws.

ARTICLE 7 MEMBERSHIP

The Corporation shall have corporate members as "active membership" with limited voting rights as set forth in the Bylaws.

ARTICLE 8 REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 27229 Overseas Highway, Summerland Key, Florida 33042. The name of the registered agent at this office is Mitchell J. Cook.

ARTICLE 9 BOARD OF DIRECTORS

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors (here, the "Board of Directors") of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The current Board of Directors shall consist of three (3) persons. The number of Directors may be increased or decreased pursuant to the Bylaws. The number of Directors may not be decreased to less than three (3). Directors need not be residents of Florida. The current Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
Steve Lawes	701 Spanish Main Dr. Lot 121 Cudjoe Key, Florida 33042
Bill Underwood	27037 Angelfish Rd Ramrod Key, Florida 33042
William Nunez	14 Middlesex Drive Wilton Manors, Florida 33305
Barry Travis	12132 189 th Court North Jupiter, Florida 33478

ARTICLE 10 LIMITATION ON LIABILITY OF DIRECTORS

A Director is not liable to the Corporation or members for monetary damages for an act or omission in the Director's capacity as Director except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 11 CONSTRUCTION

All references in this Articles of Incorporation to statutes, 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 12 AMENDMENT

This Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the members of the Board of Directors.

CERTIFICATE OF CHURCH OFFICER

The Amended and Restated Articles of Incorporation, as set forth above, has been approved unanimously by the Board of Directors of the Corporation. There are no members with voting rights.

IN WITNESS HEREOF, the below named authorized corporate officer executes this Amended and Restated Articles of Incorporation on this 10 day of DECEMBER 2020.

A handwritten signature in black ink, appearing to be 'Steve Laws', written over a horizontal line.


Name: Steve Laws

Title: Lead Pastor/President

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

- ☒ 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 1-4-21

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)

STEVE LAWES

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)