

N09000011581

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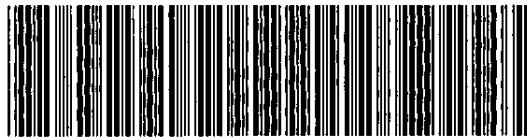
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*Amended
& Restated*

02/23/10--01008--006 **43.75

Articles

FILED
2010 FEB 23 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*OK
2/24/10*

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M.J. MENGE
(1936-2007)

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NINTH FLOOR, SEVILLE TOWER
PENSACOLA, FLORIDA 32502

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32591-1831

February 18, 2010

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: Center for Clergy Care and Education, Inc.

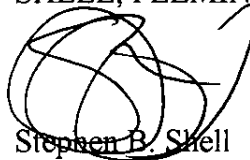
Gentlemen:

Enclosed in duplicate is *Amended and Restated Articles of Incorporation of Center for Clergy Care and Education, Inc.* Would you please file this amendment on behalf of the referenced corporation and certify and return to us the duplicate. Also enclosed is this firm's check for \$43.75 in payment of the \$35 filing fee and the \$8.75 certified copy fee.

Thank you for your assistance in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Stephen B. Shell

SBS:lfc
Enclosures
B3013.00000

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF CENTER FOR CLERGY CARE AND EDUCATION, INC.**

(A Not-For-Profit Corporation)

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE ARTICLES OF INCORPORATION of CENTER FOR CLERGY CARE AND EDUCATION, INC., filed with the Florida Secretary of State on December 3, 2009 under Document Number N09000011581, are hereby amended and restated in their entirety as follows:

ARTICLE I.

The corporation shall be a non-stock corporation not for profit organized under the provisions of Chapter 617, Florida Statutes. The name of the corporation is Center for Clergy Care and Education, Inc.

ARTICLE II.

The street address of the initial principal office of the corporation is 900 Gardengate Circle, Pensacola, Florida 32504.

ARTICLE III.

The purposes for which this corporation is organized are:

(a) The establishment and support of any religious, charitable, scientific, literary or educational activities within the meaning of Section 501 (c) (3) of the Internal Revenue Code, either directly or indirectly through its cooperation with public or private agencies having like purposes or objectives, including, but not limited to, providing spiritual, emotional and educational support for community clergy of all faith traditions, and their families.

(b) To engage in any lawful act or activity for which non-profit corporations may be organized under the laws of the State of Florida, but specifically excluding any activities prohibited under the Article VIII set forth below.

ARTICLE IV.

The affairs of the corporation shall be managed by a Board of Directors consisting of not more than nine and not less than three individuals, the exact number of which shall be provided from time to time in the by-laws. The manner of election and the qualifications of directors shall be provided in the by-laws of the corporation. The directors shall be also the members of the corporation as that term is used in Chapter 617, Florida Statutes. The initial board of directors of the corporation will consist of the following individuals:

Donald W. Winslett
900 Gardengate Circle
Pensacola, FL 32504

R. Larry Morris
316 S. Baylen St, Suite 600
Pensacola, FL 32502

Larry K. Hicks
316 S. Baylen St, Suite 250
Pensacola, FL 32502

ARTICLE V.

The by-laws of this corporation shall be adopted and approved by the Board of Directors. The by-laws thereafter may be amended, altered, or rescinded by a vote of no less than two-thirds of the members of the Board of Directors present at any duly called meeting of the Board.

ARTICLE VI.

The name and address of the incorporator of this corporation is Donald W. Winslett, 900 Gardengate Circle, Pensacola, FL 32504.

ARTICLE VII.

The street address of the corporation's initial registered office is 900 Gardengate Circle, Pensacola, FL 32504, and the name of its initial registered agent at that address is Donald W. Winslett. By signing of these articles below, Donald W. Winslett as such registered agent states that he is

familiar with and accepts the obligations of the position of registered agent as those obligations are set forth in Florida Statutes, Section 617.0501.

ARTICLE VIII.

This corporation shall not be operated for pecuniary gain; no part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, directors, 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 the Article III above; the corporation shall not engage in carrying on propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or 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 Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE IX.

The corporation shall continue in perpetuity unless the directors dissolve it voluntarily by vote of no less than two-thirds of the vote of the Board of Directors then serving. Upon a dissolution of the corporation, voluntary or otherwise, the directors shall, after paying all obligations of the corporation and all of the costs and expenses of the dissolution, distribute all remaining assets of the corporation to a non-profit fund, foundation, corporation or organization which has established tax exempt status Section 501(c) (3) of the Internal Revenue Code or a corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the Circuit Court of Escambia County, Florida, exclusively for such purposes for to such organization or organizations as said court shall determine which are organized and operated exclusively for such purpose.

ARTICLE X.

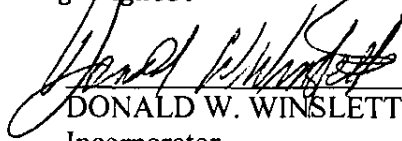
This corporation shall enjoy and be subject to the benefits, privileges and immunities, restrictions, liabilities and obligations, as provided for not for profit corporations generally by the law of the land and which are held applicable to not for profit corporations organized under the provisions of Chapter 617 of the Florida Statutes or such chapter as amended or modified.

ARTICLE XI.

All references in these Articles of Incorporation to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future laws, together with all valid regulations thereunder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of February, 2010.

These amended and restated articles were adopted on February 18, 2010 by the directors. There are no members with voting rights.

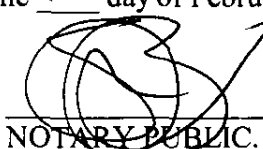

DONALD W. WINSLETT
Incorporator

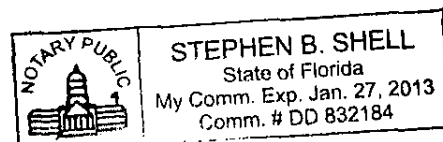
STATE OF FLORIDA

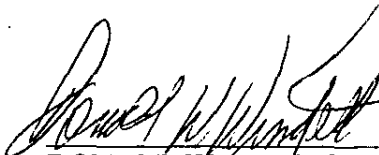
COUNTY OF ESCAMBIA

Before me personally appeared Donald W. Winslett, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Given under my hand and official seal this, the 18th day of February, 2010.


NOTARY PUBLIC, State of Florida
My Commission Expires _____



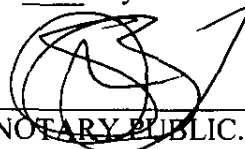

DONALD W. WINSLETT
Registered Agent

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Before me personally appeared Donald W. Winslett, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Given under my hand and official seal this, the 18th day of February, 2010.


NOTARY PUBLIC, State of Florida
My Commission Expires _____

THIS INSTRUMENT WAS PREPARED BY:

Stephen B. Shell
Shell, Fleming, Davis & Menge
Post Office Box 1831
Pensacola, Florida 32591-1831

