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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BEACHES EMERGENCY ASSISTANCE MINISTRY, INC**

Certificate of Status	0
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RECEIVED
13 MAY -2 AM 10:05
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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13 MAY -2 AM 10:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amnd / Restate
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Corporate Filing Menu


R. WHITE
Help

**Second Amendment and Complete Restatement
of the
Articles of Incorporation
of
Beaches Emergency Assistance Ministry, Inc.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, this Florida non-profit corporation adopts the Second Amended and Complete Restatement of the Articles of Incorporation as attached:

- First: The Articles of Incorporation are hereby amended and restated in their entirety as set forth on the following pages.
- Second: The date of the amendment's adoption is January 1, 2013.
- Third: The amendment was approved by the members. The number of votes cast for the amendment was sufficient for approval.

By 
Name: Paul Lambert
Title: Chairman of the Board

**Second Amendment and Complete Restatement
of the
Articles of Incorporation
of
Beaches Emergency Assistance Ministry, Inc.**

BEACHES EMERGENCY ASSISTANCE MINISTRY, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida, under its corporate seal and the hands of its Board of Trustees and Secretary, hereby certify that at a meeting duly and regularly held on January 1, 2013, the Board of Trustees of said corporation approved an amendment and restatement to the Articles of Incorporation of said corporation, said amendment and restatement being in words and terms as hereinbelow set forth, and proposed such amendment and restatement to the members of the corporation; and further that on that same day, at a meeting duly and regularly held, a majority of the members of the corporation took action pursuant to the said recommendation of the Board of Trustees and voted to amend and restate the Articles of Incorporation of said corporation by deleting in their entirety the present Articles of Incorporation and by substituting therefor the following, to-wit:

The undersigned, desiring to form a corporation not-for-profit under chapter 617, Florida Statutes, hereby adopt the following Articles of Incorporation:

Article I

Name

The name of this corporation is Beaches Emergency Assistance Ministry, INC.

Article II

Purposes

This corporation is organized as a corporation not-for-profit for religious, charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (the Code). The specific purpose of this corporation shall be to coordinate and promote Christian ministry to persons in Jacksonville Beach, Neptune Beach, Atlantic Beach, Mayport and Ponte Vedra Beach, Florida, residents who are in need of short-term emergency social services. In order to accomplish these purposes, the corporation shall operate for the benefit of, to perform the functions of, or to carry out the purposes of the member churches of this corporation, all of which are exempt organizations under Section 501(c)(3) of the Code.

Article III

Powers

The corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

The corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3), 509(a)(3) and Section 170(c)(2) of the Code; no part of the income, profit or assets of the corporation shall inure to the benefit of, or to be distributable to, directly or indirectly, any private individual, member or officer; provided however, that the corporation shall have the right in its discretion to provide for and pay persons rendering special services; such compensation shall be appropriate to the value of such services and no one shall be disqualified to receive such compensation by reason of the fact that he or she is a member, officer, director of the corporation or any employee or agent thereof; no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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.

Article IV

Duration

This corporation shall exist perpetually. Corporate existence shall begin on the date these Articles are filed and approved by the Department of State of the State of Florida.

Article V

Members

The membership of this corporation shall consist of churches located in Atlantic Beach, Jacksonville Beach, Neptune Beach, Mayport and Ponte Vedra Beach, Florida. Upon written request, any church which is an exempt organization under Section 501(c)(3) of the Code, which is located in Jacksonville Beach, Atlantic Beach, Neptune Beach, Mayport or Ponte Vedra Beach, Florida, shall become a member upon approval of two-thirds (2/3) of existing members. Each member church shall have equal full voting powers and rights, and shall elect one person to represent it at meetings of members. The private property of the members, officers, directors and incorporator of this corporation shall not be subject to the payment of the corporation's debts to any extent whatsoever.

Article VI

Board of Trustees

All corporate powers shall be exercised under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Trustees, elected by the members at their annual meeting. The Board of Trustees shall act as a board of directors under Section 617.0801 and 617.0803, Florida Statutes. The Board of Trustees shall consist of a minimum of three (3) persons and a maximum of twenty (20) persons, to be elected annually by a majority vote of the members.

Any Director may be removed, with or without cause, by vote of a majority of the Directors then in office, if the Director was elected or appointed by the Directors; or a majority vote of all votes of the members, if the Director was elected or appointed by the members, as conferred upon corporations not-for-profit by Section 617.021, Florida Statutes.

Article VII

Officers

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be provided by the Bylaws. The officers shall be elected at the annual meeting of the Board of Trustees by a majority vote, or as otherwise provided in the Bylaws of the corporation.

Article VIII

Registered Office and Agent

The street address of the registered office of this corporation is 302 Third Street, Suite 5, Neptune Beach, Florida 32266, and the name of the present registered agent of this corporation at that address is David M. Linger.

Article IX

Bylaws

The members may provide such bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the membership and of the Board of Trustees; provided, however, that such bylaws shall not conflict with any of the provisions of these Articles of Incorporation. Upon proper notice, the bylaws may be amended, altered or rescinded by a majority vote of the members at any regular meeting, or any special meeting called for that purpose.

Article X

Amendments

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by a majority vote of the members entitled to vote at any regular or special meeting called for that purpose, and all rights conferred hereby upon members, officers and the Board of Trustees of the corporation are granted subject to the further amendment of these Articles of Incorporation.

Article XI

Subscriber

The name and address of the subscriber to these Articles is:

Name

Address

Paul Lambert

307 Oceanfront Drive North
Atlantic Beach, Florida 32233

Article XII

Corporate Liquidation and Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation, and upon dissolution, the assets of this corporation, after all debts and liabilities are paid, shall be distributed to the members of this Corporation, in equal shares, to be used as they shall deem proper; provided, however, if at the time of such distribution, any

member does not then qualify for exemption under Section 501(c)(3) of the Code, its share of the assets shall be distributed equally to all other members which have qualified for exemption under Section 501(c)(3) of the Code.

Article XIII

Limitations on Corporate Power

Should the corporation at any time be considered a "Private Foundation" under Section 509(a) of the Code, the following limitations will apply:

The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

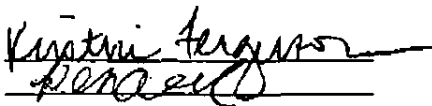
The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws;

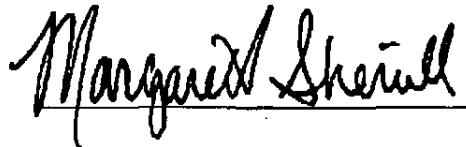
The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws;

The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

In witness whereof, I, the undersigned secretary, have made, signed and hereby acknowledge these amended Articles of Incorporation this 1st day of January, 2013, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.

Witnesses:


Kristine Ferguson


Margaret Sherrell