

Division of Corporations

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Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
BEACHES EMERGENCY ASSISTANCE MINISTRY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended and Restated

**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 March __, 2014, the Board of Directors 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:

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 1986, as amended (the Code). The specific purpose of this corporation shall be to coordinate and promote Christian ministry to residents in the Jacksonville Beaches area, Florida, by way of providing 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 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 617.021, 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 be distributable directly or indirectly, to any private individual, director or officer; provided however, that the corporation shall have the right

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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 director, officer, 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
Board of Directors

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 Directors, elected by a majority of the directors at their annual meeting. The Board of Directors shall act under Sections 617.0801 and 617.0803, Florida Statutes. The private property of the 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
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 Directors by a majority vote, or as otherwise provided in the Bylaws of the corporation.

Article VII
Registered Office and Agent

The street address of the registered office of this corporation is 307 Oceanfront Drive North, Atlantic Beach, Florida, 32233, and the name of the present registered agent of this corporation at that address is Paul Lambert.

Article VIII
Bylaws

The Board of Directors 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

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and activities of the membership and of the Board of Directors; 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 Board of Directors at any regular meeting, or any special meeting called for that purpose.

Article IX
Amendments

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

Article X
Subscriber

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

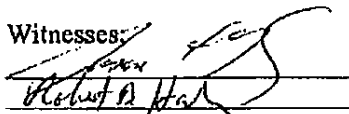
<u>Name</u>	<u>Address</u>
Paul Lambert	307 Oceanfront Drive North Atlantic Beach, Florida 32233

Article XI
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 for one or more tax exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code, as amended (or the corresponding section of any future federal tax code), and to which contributions are then deductible under Section 170C(2) of the Internal Revenue Code of 1986, or shall be distributed to the federal government, or to the state or local government, for a public purpose.

In witness whereof, I, the undersigned incorporator, have made, signed and hereby acknowledge these Articles of Incorporation this 14 day of May 2014 for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.

Witnesses:


Robert A. Hall


Paul Lambert, President

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