



FILED

ARTICLES OF RESTATEMENT 17 NOV -6 AM 11:55

OF THE

ARTICLES OF INCORPORATION OF  
SECRETARY OF STATE  
TAMM HASSLETT, FLORIDA

**NEW FREEWILL PRIMITIVE BAPTIST CHURCH INCORPORATED  
(A Florida Corporation Not for Profit)**

New Freewill Primitive Baptist Church Inc., Articles of Incorporation were originally filed by the Department of State on June 10, 2011, hereby files these Articles of Restatement of the Articles of Incorporation of said Corporation.

**ARTICLE I – NAME**

The name of the Corporation shall be “EMPOWERMENT CHURCH OF PENSACOLA, INC.”

**ARTICLE - DURATION**

The duration of the Corporation is perpetual.

**ARTICLE II – PURPOSES**

The corporation is organized for religious, charitable, and educational purposes. In its operation, the Corporation shall pursue the purposes, missions and values contained in the Constitution of the Corporation.

A. No substantial part of the activities of the Corporation shall be the carrying on or 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 any candidate for public office.

B. This Corporation is and shall remain a corporation not for profit. The Corporation shall not have nor issue shares of stock. No dividends shall be paid, and no part of the net earnings of the Corporation shall inure to the benefit of its members, directors or officers, or the benefit of any private shareholder or individual.

C. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific

purposes of this corporation are: to exist as a community development corporation that operates programs that serve the community.

D. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

E. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporation under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

F. Upon dissolution of this not-for-profit organization, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with the applicable provisions of the laws of this state.

G. Said organization is organized exclusively for charitable purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE IV. INDEMNIFICATION**

The Corporation shall indemnify and hold harmless the officers, members of the board of directors, and members of the organization whether volunteer or temporary, its agents or assignees against any all actions resulting from the sponsored activities of the corporation.

#### **ARTICLE V. MEMBERS**

The Corporation shall have Voting Members, who shall be elected (and may be removed) by Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members or one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in

the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

#### **ARTICLE VI. - REGISTERED AGENT OFFICE**

The registered agent is Brian Thompson and the registered agents office is located at 407 W. Michigan Avenue, Pensacola, Florida 32505.

#### **ARTICLE VII – BOARD OF DIRECTORS**

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws but shall in not case be less than five.

#### **ARTICLE VIII - OFFICERS**

The officers of the Corporation shall consist of a President, Treasurer, and Secretary. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

#### **ARTICLE IX – INCORPORATOR(S)**

The names and addresses of the incorporator of this corporation are: Brian Thompson 407 W. Michigan Avenue, Pensacola, Florida 32505.

#### **ARTICLE X – NONSTOCK BASIS**

The Corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

#### **ARTICLES XI – BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

**ARTICLE XII – CORPORATION ADDRESS**

The street address of the Corporation's initial principal office is and, the Corporation's mailing address is: 407 W. Michigan Avenue, Pensacola, Florida 32505.

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The above foregoing Articles of Restatement of New Freewill Primitive Baptist Church, Inc., were adopted by not less than a two-thirds vote of the Board of Directors of the Corporation at a duly called meeting on the 28<sup>th</sup> day of September, 2017. The Articles of Restatement include amendments to the Articles of Incorporation, which amendments were duly approved by not less than a two-thirds vote of the Board of Directors of said Corporation at a duly called meeting on the 28<sup>th</sup> day of September, 2017. Members of the Corporation are not entitled to vote on such amendments, and number of votes cast by the Directors for the amendments was sufficient for approval.

IN WITNESS WHEREOF the undersigned Chairman of the Corporation has executed these Articles of Restatement this 30 day of SEPTEMBER, 2017.

EMPOWERMENT CHURCH OF PENSACOLA, INC.

BY: Brian Thompson, Pastor  
Brian Thompson