

# N10000011696

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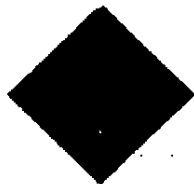
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE CHURCH OF DESTIN, INC.**

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**FLEET, SPENCER & KILPATRICK, P.A.**  
ATTORNEYS AND COUNSELORS AT LAW

June 5, 2012

To: Amendment Section  
Division of Corporations

Name of Corporation: The Church of Destin, Inc.

Document Number: N10000011696

Dear Sir/Madam:

The enclosed Amended and Restated Articles of Incorporation and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Melvin P. Ponder  
4 Welaka Court  
Destin, FL 32541

For further information concerning this matter, please call:

William G. Kilpatrick, Jr. at (850) 650-7299.

Very truly yours,

William G. Kilpatrick, Jr.  
[bill@fleetspencer.com](mailto:bill@fleetspencer.com)

WGK/

cc: Melvin P. Ponder

(H12000149671 3)

## **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE CHURCH OF DESTIN, INC.**

The undersigned incorporator, on behalf of the members of the Corporation, for the purpose of forming a nonprofit religious corporation under laws of the State of Florida, hereby adopts the following Articles of Incorporation:

### **ARTICLE ONE NAME**

The name of this nonprofit corporation is THE CHURCH OF DESTIN, INC.

### **ARTICLE TWO PURPOSE**

The purpose for which this corporation is organized shall be exclusively for religious, charitable, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Code. Without limiting the generality of the foregoing, the Corporation is organized to:

- (a) Engage and unify the body of Christ in Destin, Florida through fellowship and prayer, recognizing on church, many congregations,
- (b) Operate exclusively for charitable purposes which will qualify it as an exempt organization under 26 U.S.C.A. Section 501c(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organization under that Section,
- (c) And shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication/distribution in any political campaign on behalf of any candidate for public office.

### **ARTICLE THREE CORPORATE NET EARNINGS; ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers 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 Article Two. 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 or in opposition to any

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(H12000149671 3)

candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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 of 1986, or the 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 of 1986, or the corresponding section of any future federal tax code.

**ARTICLE FOUR  
DEDICATION OF ASSETS TO RELIGIOUS PURPOSES;  
DISTRIBUTION ON DISSOLUTION**

The assets of this corporation are irrevocably and permanently dedicated to religious, charitable, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Code. Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

**ARTICLE FIVE  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 4 Welaka Court, Destin, FL 32541, and P.O. Box 1075, Destin, Florida 32540, respectively.

**ARTICLE SIX  
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the registered office of the Corporation is 36474-C Emerald Coast Parkway, Suite 3202, Destin, FL 32541 and the name of its registered agent at said address is William G. Kilpatrick, Jr., Esq.

**ARTICLE SEVEN  
DURATION**

The period of duration of this corporation shall be perpetual, unless otherwise dissolved in accordance with applicable law.

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(H12000149671 3)

**ARTICLE EIGHT  
NONSTOCK CORPORATION**

This Corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members of the Corporation.

**ARTICLE NINE  
DIRECTORS**

The number of directors constituting the current board of directors of the Corporation is eleven (11). The number of directors may be increased or decreased from time to time in the manner provided in the Corporations bylaws; however the Corporation may never have fewer than three (3) Directors. The names and addresses of the persons serving as the Directors are as follows:

<b>Barry Carpenter</b>	<b>200 Beach Drive Destin, FL 32541</b>
<b>Tom Hamon</b>	<b>5200 US Highway 98 East Santa Rosa Beach, FL 32459</b>
<b>Mike Hesse</b>	<b>504 Main Street Destin, FL 32541</b>
<b>Kevin Wendt</b>	<b>4325 West Commons Drive Destin, FL 32541</b>
<b>Mike Parker</b>	<b>827 Kel-Air Court Destin, FL 32541</b>
<b>Marguerite Parker</b>	<b>827 Kel-Air Court Destin, FL 32541</b>
<b>Eric Partin</b>	<b>124 Benning Drive Destin, FL 32541</b>
<b>Mel Ponder</b>	<b>4 Welaka Court Destin, FL 32541</b>
<b>Mona Ponder</b>	<b>4 Welaka Court Destin, FL 32541</b>
<b>Steve Wilson</b>	<b>66 Indian Bayou Drive Destin, FL 32541</b>
<b>Mary Anne Windes</b>	<b>210A Harbor Boulevard Destin, FL 32541</b>

(H12000149671 3)

(H12000149671 3)

**ARTICLE TEN  
ELECTION OF DIRECTORS**

The manner in which the directors are to be elected shall be as provided in the Corporations bylaws.

**ARTICLE ELEVEN  
MEMBERSHIP REQUIREMENTS**

The qualification, method and conditions under which members shall be accepted, transferred, discharged or expelled from membership in the Corporation shall be as set forth in the Corporations bylaws.

**ARTICLE TWELVE  
AMENDMENTS**

There are no members entitled to vote on the amendment. The amendment(s) hereto were adopted by the board of directors.

These Articles of Incorporation may in the future be amended from time to time in the manner provided by statute at the time of amendment.

[Intentionally left blank]

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**ARTICLE THIRTEEN  
ADOPTION OF AMENDMENT(S) AND RESTATEMENT**


This restatement contains amendments to the articles of incorporation that does not require member approval, and the board of directors has adopted the amendments and restatement on May 30, 2012 to be effective immediately.

**IN WITNESS WHEREOF**, the undersigned hereby executes these Amended and Restated Articles on this 5<sup>th</sup> day of June, 2012.

  
Melvin P. Ponder, Vice-President and  
Director

**ACCEPTANCE BY THE REGISTERED AGENT**

I, William G. Kilpatrick, Jr., hereby accept appointment as registered agent for the corporation, THE CHURCH OF DESTIN, INC., and acknowledge my acceptance of said duties with my signature below on this 5<sup>th</sup> day of June, 2012.

  
William G. Kilpatrick, Jr.,  
Registered Agent

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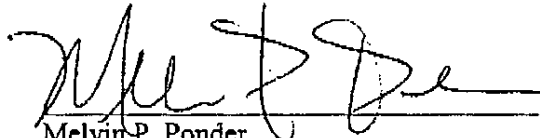
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**CERTIFICATE OF AMENDMENT  
FOR  
THE CHURCH OF DESTIN, INC.  
(N10000011696)**

Pursuant to the provision of section 617.1007 and 617.1002, Florida Statutes, this Florida Not For Profit Corporation had adopted the following Amended and Restated Articles of Incorporation.

The restatement contains an amendment to the articles of incorporation that does not require member approval, and the board of directors has adopted the amendment(s) and restatement on May 30, 2012 to be effective immediately.

Dated: June 5, 2012

  
Melvin P. Ponder,  
Director & Vice-President

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