

N 10147

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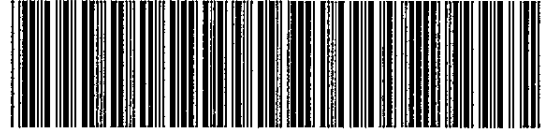
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES OF
ARIOL EUGENE, P.A.

SUITE 217
9999 N.E. 2ND AVENUE
MIAMI SHORES, FL 33138

TELEPHONE (305) 759-6428

February 22, 2005

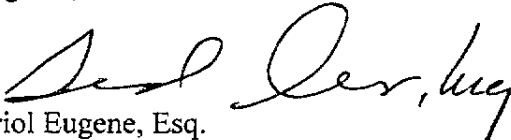
Glenda E. Hood
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

Re: Proposed Amendment for Eglise Baptiste D'Expression Francaise, Inc.
Ref. Number: N10147

Dear Secretary of State:

Please be advised that the undersigned has been retained to represent the above-listed church. Please, find enclosed the information requested by your office with regard to the amendments of the Church adopted on December 8, 2004. Please, forward a certified copy of the documents to the undersigned's address once they are recorded.

Regards,


Ariol Eugene, Esq.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 9, 2005

LAW OFFICES OF ARIOL EUGENE, P.A.
% ARIOL EUGENE, ESQ.
9999 NE 2ND AVE., STE 217
MIAMI SHORES, FL 33138

SUBJECT: EGLISE BAPTISTE D'EXPRESSION FRANCAISE, INC.
Ref. Number: N10147

We have received your document for EGLISE BAPTISTE D'EXPRESSION FRANCAISE, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Anna Chesnut
Document Specialist

Letter Number: 905A00009271

LAW OFFICES OF
ARIOL EUGENE, P.A.

SUITE 217
9999 N.E. 2ND AVENUE
MIAMI SHORES, FL 33138

TELEPHONE (305) 759-6428

January 27, 2005

Ms. Glenda Hood
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

RE: Eglise Baptiste D'Expression Francaise, Inc.(cross reference name Baptist
Church of French Expression). FEI Number (592644577)

Dear Secretary of State:

Please be advised that the undersigned has been retained to represent the above-listed church in the State of Florida. Enclosed, please find copies of amendments to the articles of incorporations of this church and a check in the amount of \$35.00 for the recording. The undersigned respectfully requests that these amendments be recorded. Enclosed, please find a check for \$8.75 for copy of a certified record of these amendments. Please, kindly return the certified copy when it is ready at the undersigned's address: 9999 N.E. Second Avenue, Suite 217, Miami Shores Fl 33138.

Regards,



Ariol Eugene, Esq.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

EGLISE BAPTISTE D'EXPRESSION FRANCAISE, INC.
DBA EGLISE BAPTISTE DE LA RENAISSANCE

FILED
05 MAR 11 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment 1:

Effective December 13, 2004, The number of Directors constituting the Board of Directors of the "Eglise Baptiste D'Expression Francaise, Inc.", DBA "Eglise Baptiste De La Renaissance" shall be increased from 4 (four) to 7 (seven). The names and addresses of the persons who are members of the Board of Directors are as follows:

- 1) Rev. Amos Seraphin (President) 235 N.E. 175 St. Miami Fl 33162
- 2) Rev. Desir Jean-Gilles (Vice-President) 170 NW 121 St. Miami Fl 33168
- 3) Mr. Tchler Antenor (Registered Agent) 1020 NW 128 St. Fl 33168
- 4) Mr. Napoleon Elima (Member -at-large) 575 SW Halifax Ave Port St. Lucie 34953
- 5) Ms. Edith Plantin (Public Relations) 14810 NE 7Ct. Miami Fl 33161
- 6) Ms. Flore Champagne (Secretary) 21300 San Simeon Way P-8, Miami, Fl 33179
- 7) Mr. Ernest Belony (Under-secretary) 1116 NW 87 St. Miami Fl 33160

Amendment 2:

Change in Number of Board of Directors: The number of the Board of Directors governing the affairs and businesses of the "Eglise Baptiste D'Expression Francaise" DBA, "Eglise Baptiste De La Renaissance" shall remain at 7 (seven), unless amended by the express, written approval of the President of the Board and the affirmative vote of the majority of the Board.

Vacancies: Any vacancy occurring in the Board of Directors may be filled by the President of the Board in consultation with other board members. A Director appointed by the President of the Board shall serve the unexpired term of his or her predecessor in office. Any member of the Board of Directors, who has been absent from the church for a period of eighteen (18) months without good cause, shall be considered to have forfeited his or her position on the board. Upon such occurrence, the President of the Board shall appoint a Director to serve the unexpired term of this board member.

Election and Term Office: There shall be an election of the Board of Directors every 10 (ten) years. The President of the Board, in conjunction with other Board members, shall determine the rules governing the election. As a general rule, no one can become a Board Director unless:

- (1) He or she has been a member of the church for at least five years.
- (2) He or she has demonstrated unwavering commitment to the work of the Church.
- (3) He or she has demonstrated good moral character
- (4) He or she is present at all or the majority of the Church functions.

- (5) He or she is subscribed to the Doctrinal notions of the Evangelical Faith.

Each elected Director shall hold office until his or her successor shall have been duly elected and shall have qualified, or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Removal: Any Director of the Board may be removed by the Board President and a majority vote of the Board of Directors whenever the conduct of the board member, in question, bears negatively on the reputation of the Church as a whole. Examples of such conduct may include (and not limited to) sexual immorality, apostasy, persistent lack of cooperation, etc. In case of a dismissal of a Director, the President of the Board shall give notice to the Board member in question immediately and shall call a special meeting to appoint another Director to serve the unexpired term of the dismissed Director. If the conduct in question concerns the President of the Board, the vice-president shall fill the role of the President and shall assume all the tasks and responsibilities of the President under the circumstances.

Grievance Procedures: Any Director, challenging his or her dismissal, may submit in writing, within ten (10) days of being dismissed, a petition for reinstatement to the President of the Board. The President of the Board shall consult with other Directors about the merits of the petition before making a final decision. The President of the Board retains the discretion to decide whether a previously dismissed Director could be reinstated. If the Director who is challenging his or her dismissal is the President of the board, the Vice-president shall step in the role of the President and assume all the tasks and responsibilities of the President under the circumstances.

President of the Board: The President of the Board shall be the principal executive Director of the Board and shall, in general, supervise and control all the affairs and businesses of the Church. He is recognized as the spiritual leader of the Church. He shall, when present, preside at all membership meetings. He may sign any deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed. He shall also perform all duties incident to his title in the Board of Directors and such other duties as may be prescribed by the Board of Directors from time to time. The President of the Board has "Veto Power" over any matters of the Church. However, a majority votes by two-thirds (2/3) of the Board of Directors can override such veto. Every Six (6) months, the President of the Board shall give a "State of the Church" address to the church assembly.

Vice-President: In the absence of the President or in the event of his death, inability, the Vice -President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon

the President. The vice-President shall perform such other duties as from time to time may be assigned to him by the President of the Board.

Secretary: The Secretary shall : (a) keep the records of the organization in appropriate books; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The secretary can delegate some of these tasks to the under-secretary. In the absence of the secretary, the under-secretary shall assume the role of the secretary.

Registered Agent: The Registered agent is the official representative of the Church before the Secretary of State of Florida. He or she is designated as the official person to receive service of process, tax notices, and the like for the Church. The registered agent shall notify the President of the board and, when appropriate, other members of the board of any communications, correspondence, letters, and memorandum received on behalf of the Church. The Registered agent has an absolute obligation to ensure that the renewal fees of the corporation are timely paid every year to avoid any possible dissolution of the Church.

Public Relations: The role of the Public relations specialist is to promote the activities of the church to the community at large. The PR specialist should maintain cooperative relationships with representatives of the community, sister churches, public interest groups, etc

Article XII:

Regular Meetings: There shall be a "Board of Directors" meeting every three months. A regular meeting of the Board of Directors shall be noticed to all Board members no less than 7 (seven) days prior to the scheduled meeting. The President of the Board shall be in charge of the "Board of Directors" meeting.

Special Meetings: Special meetings of the Board may be called by the President of the Board at any time. Notwithstanding this provision, any three members may ask the President of the Board to hold a special meeting for an urgent or pressing matter concerning the affairs or businesses of the church. The President of the Board has the discretion to determine whether such a meeting is necessary. The President of the Board has the final word on whether such a meeting would be held.

Quorum: A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. For purposes of this church, there shall be a quorum when 4 (four) board members are present at a particular meeting. If less than a majority is present, the President of the Board has the discretion to adjourn the meeting from time to time without further notice.

Manner of Acting: The Act of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

Action without a Meeting: Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting, if a consent in writing, setting forth the action so to be taken, shall be signed before such action by a quorum.

Article XIII

Expenses: Regular church expenses such as mortgage payments, utilities, etc. can be incurred without the knowledge and approval of the Board of Directors. Expenses that fall outside regular expenses and that amount to less than \$10,000.00 can be incurred only twice a year without the knowledge and approval of the Board of Directors. Any other expenses must have the approval of the Board of Directors.

Article XIV

Along with the Board of Directors, there shall be an Executive Committee governing the affairs of the “**Eglise Baptiste D’Expression Francaise**”, DBA “**Eglise Baptiste De La Renaissance**”. The strict purpose of this committee is to oversee the finances and discipline of the Church. As part of the Executive Committee, there shall be a Treasurer whose task is to administer the finances of the Church.

Treasurer: The treasurer shall: (a) have charge and custody of and be responsible for all monies belonging to the church, (b) receive and give receipts for monies due and payable to the Church; and (c) in general perform all duties incident to the treasurer and such other duties as from time to time may be assigned to him by the President of the Board.

Article XV

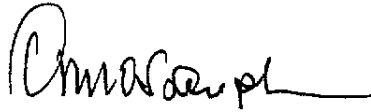
There shall be an election for the Executive Committee every five years. The Executive Committee is responsible to develop the rules that address the disciplinary matters of the Church. The Board of Directors shall determine the rules governing the election of the Executive Committee. The Executive Committee shall consist of five (7) members as follows:

- 1) Mr. Tchler Antenor
- 2) Ms. Flore Champagne
- 3) Ms. Edith Plantin
- 4) Mr. Jean-Claude Valenbrun
- 5) Ms. Adrienne Bellefleur

- 6) Mr. Emmanuel Pierre
- 7) Mr. Agabus Pavilus

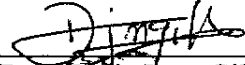
Article XVI

It shall not be a conflict for a church member to be a Board Director and a member of the Executive Committee.



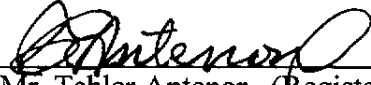
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Rev. Amos Seraphin (President)



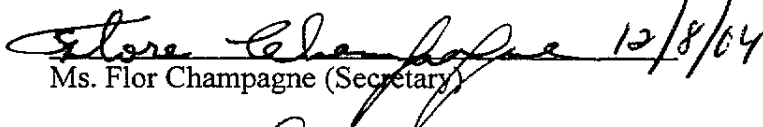
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Rev. Desir Jean-Gilles (Vice-President)

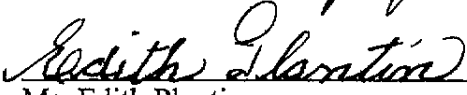


12/8/04

Mr. Tchler Antenor (Registered Agent)

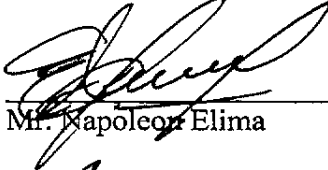


Ms. Flor Champagne (Secretary)



12/8/04

Ms. Edith Plantin



12/8/04

Mr. Napoleon Elima



12/8/04

Mr. Ernest Belony

N10147

EGLISE BAPTISTE D'EXPRESSION FRANCAISE, *Inc.*
P.O. BOX 380014
MIAMI FL 33238-0014

APPROVAL

February 22, 2005

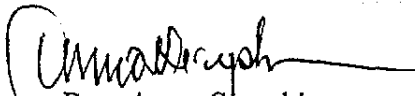
Glenda E. Hood
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

Re: Proposed Amendment for Eglise Baptiste D'Expression Francaise, Inc.
Ref. Number: N10147

Dear Secretary of State:

This letter is to certify that the Board Members of the above-listed church have adopted the enclosed amendment as of December 8, 2004. The vote was unanimous in favor of adopting the amendments (7-0); and therefore, sufficient for approval. I make these statements in my capacity as President of the Board.

Regards,


Rev. Amos Seraphin