

Division of Corporations

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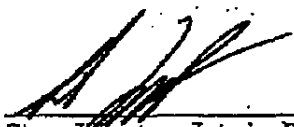
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Facsimile Audit No. 1110002481573**ARTICLES OF AMENDMENT AND RESTATEMENT TO****ARTICLES OF INCORPORATION****OF FBCH LAND HOLDINGS II, INC.**

The undersigned officer of FBCH LAND HOLDINGS II, INC., a Florida not-for-profit corporation (the "Corporation"), desiring to amend and restate the Articles of Incorporation of the Corporation pursuant to Sections 617.1006 and 617.1007 of the Florida Business Corporation Act, states as follows:

1. The name of the Corporation is FBCH LAND HOLDINGS II, INC.
2. The Articles of Incorporation of the Corporation are amended and restated in their entirety as attached hereto as Exhibit A.
3. The amendment to the Articles of Incorporation of the Corporation was approved by unanimous consent of the board of directors of the Corporation on July 28, 2011.
4. The Corporation has no members; as a result, member approval is not needed.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Amendment and Restatement effective this 13 day of October, 2011.


Steve Johnston, Interim President

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FBCH LAND HOLDINGS II, INC.**

The Articles of Incorporation of FBCH Land Holdings II, Inc., a Florida not-for-profit corporation, are hereby amended and restated in their entirety to read as follows:

ARTICLE I - Name

The name of the Corporation shall be:

FBCH Land Holdings II, Inc.

ARTICLE II - Principal Office and Mailing Address

The address of the principal office of the Corporation is 1015 Sikes Boulevard, Lakeland, Florida 33815, and the mailing address is P.O. Box 8190, Lakeland, Florida 33802.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious or educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), and in particular:

(a) To operate exclusively for the benefit of Florida Baptist Children's Homes, Inc., a Florida not-for-profit corporation that is exempt from federal income tax under Section 501(c)(3) of the Code (the "Supported Organization");

(b) To own property, including real property, tangible and intangible property, to be operated, invested and otherwise used for the benefit of or on behalf of the Supported Organization;

(c) To make distributions to or on behalf of the Supported Organization for its religious charitable and educational purposes, determined from time to time by the directors of the Corporation, in their sole and exclusive discretion; and

(d) To engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided,

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however, that the Corporation shall not carry on any other activities not permitted to be carried on by organizations which constitute "supporting organizations" under Section 509(a)(3) of the Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable amounts for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE IV - Term of Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 390 North Orange Avenue, Suite 1400, Orlando, Florida 32801, and the name of the initial registered agent of the Corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE VI - Directors

- A. The initial number of directors of the Corporation shall be five (5).
- B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.
- C. Directors, as such, shall not receive any compensation for their services. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Danny Hutto	27 Milton Street St. Augustine, Florida 32084

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Pat Davis	993 SW Charleston Court Lake City, Florida 32025
Bob Broadwell	1302 Moreland Drive Clearwater, Florida 33764
Ron Locke	8909 SW 122 nd Street Gainesville, Florida 32608
Bill Hild	Sarasota First Baptist Church 1670 Main Street, Suite 200 Sarasota, Florida 34236

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation, and shall have the qualifications set forth in the Bylaws.

ARTICLE VII - Incorporator

The name and street address of the incorporator of the Corporation is:

<u>Name</u>	<u>Street Address</u>
Steve Johnston	1015 Sikes Boulevard Lakeland, Florida 33815

ARTICLE VIII - Incorporator

The Corporation shall not have members.

ARTICLE IX - Amendment to Articles and Bylaws

These Articles of Incorporation and the Bylaws of the Corporation may be amended in any manner permitted by law; provided, however, that any such amendment that effects the purpose of the Corporation, the transfer or disposition of real property, the relationship between the Corporation and the Supported Organization, the manner in which directors are appointed, director qualifications or the requirements for amending these Articles or the Bylaws of the Corporation shall not be effective or filed unless approved by the Board of Directors of the Corporation, the Board of Directors of the Supported Organization and the Florida Baptist State Convention (the "State Convention") or any committee or designee of the State Convention (e.g. State Board of Missions or Executive Director-Treasurer). Notwithstanding the foregoing, upon the occurrence of a Triggering Event (as defined below), the Board of Directors of the Corporation may amend the Articles of Incorporation and/or the Bylaws without the approval of the Board of Directors of the Supported Organization, including amendments that identify a new tax exempt entity or entities to be supported or that eliminate the supporting organization purpose of the Corporation.

For purposes of this Article, a Triggering Event shall mean:

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- (a) the dissolution of the Supported Organization by any means, other than an administrative dissolution that is corrected by reinstatement promptly after the Supported Organization becomes aware of such administrative dissolution, or
- (b) the bankruptcy or insolvency of the Supported Organization, other than an involuntary bankruptcy that is dismissed within ninety (90) days after being filed.

Any amendment to these Articles or the Bylaws of the Company following, and based on, a Triggering Event shall not be effective unless approved by the State Convention, or any committee or designee of the State Convention (e.g. State Board of Missions or Executive Director-Treasurer), prior to being filed and prior to being effective.

ARTICLE X - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to the Supported Organization, if the Supported Organization is then exempt under Section 501(c)(3) of the Internal Revenue Code. If the Supported Organization is not then exempt, the remaining assets shall be distributed exclusively to such organization or organizations that at such time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, and that are organized and operated for a purpose consistent with the purpose of the Supported Organization, subject to the approval of such distribution by the State Convention.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively to the Supported Organization if possible or, if not possible, to one or more organizations that qualify as an exempt organization under Section 501(c)(3) of the Code and are organized and operated for a purpose consistent with the purpose of the Supported Organization.

ARTICLE XI - Compliance with Facts and Circumstances Test

A. Organizational Test.

(a) General. These Articles of Incorporation hereby: (i) limit the purpose of the Corporation to one or more of the purposes set forth in Code Section 509(a)(3)(A); (ii) do not expressly empower the Corporation to engage in activities which are not in furtherance of the purposes referred to in subdivision (i) of this paragraph; (iii) state, that the "specified" publicly supported organization on whose behalf this Corporation is to be operated (within the meaning of Reg. §1.509(a)-4(d) is Florida Baptist Children's Homes, Inc., an organization described in section 501(c)(3) of the Code, and such organizations permitted within the meaning of Reg. §1.509(a)-4(d); and (iv) do not empower the Corporation to operate to support or benefit any organization other than the Supported Organization and such organizations permitted within the meaning of Reg. §1.509(a)-4(d).

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(b) Purposes. The Corporation is formed "for the benefit of" (within the meaning of Reg. §1.509(a)-4(c) (2)) the Supported Organization and such organizations permitted within the meaning of Reg. § 1.509(a)-4(d).

(c) Limitations. These Articles of Incorporation do not and shall not permit the Corporation to operate, support or benefit any organization other than the Supported Organization and such organizations permitted within the meaning of Reg. § 1.509(a)-4(d).

B. Specified Organizations. The "specified" publicly supported organization on whose behalf the Corporation is to be operated shall be the Supported Organization and such organizations permitted within the meaning of Reg. §1.509(a)-4(d).

C. Nondesignated Publicly Supported Organizations.

(a) General. In the event the Corporation shall benefit an organization other than the Supported Organization, such organizations shall only be those organizations that are of the class to be benefited by the Supported Organization and are consistent with the purposes of the Supported Organization.

(b) Scope. These Articles of Incorporation shall (i) permit the substitution of one publicly supported organization within the same class to be benefited by the Supported Organization and consistent with the purposes of the Supported Organization; (ii) permit the Corporation to operate for the benefit of new or additional publicly supported organizations of the same class to be benefited by the Supported Organization and consistent with the purposes of the Supported Organization; or (iii) permit the Corporation to vary the amount of its support among different publicly supported organizations within the same class as benefited by the Supported Organization and consistent with the purposes of the Supported Organization, but only if the Supported Organization is not permitted by applicable law to receive such support. Otherwise, all support must be paid to the Supported Organization.

D. Operational Test.

(a) Permissible Beneficiaries. The Corporation shall engage solely in activities which support or benefit the Supported Organization. Such activities may include making payments to or for the use of, or providing services or facilities for, individual members of the charitable class benefited by the Supported Organization; or supporting or benefiting an organization, other than a private foundation which is described in section 501(c)(3) and is operated, supervised, or controlled directly by or in connection with the Supported Organization. No part of the activities of the Corporation shall be in furtherance of a purpose other than supporting or benefiting the Supported Organization.

(b) Permissible Activities. The Corporation shall not be required to pay over its income to the Supported Organization in order to meet the operational test (as defined in Treas. Reg. §1.509(a)-4(e)). It may satisfy the test by using its income to carry on an independent activity or program which supports or benefits only the Supported Organization; provided, however, that all such support must be limited to permissible beneficiaries under subparagraph (a) of this section D.

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E. Nature of Relationship between Organizations. The Corporation shall be "operated, supervised or controlled by" the Supported Organization through the appointment and removal of directors, as set forth in the Bylaws of the Corporation.

F. Meaning of "Operated, Supervised, or Controlled By". The Corporation shall be under the direction of, and accountable or responsible to the Supported Organization. A majority of the officers, directors, or trustees of the Corporation shall be appointed, elected or approved by the governing body, members of the governing body, officers acting in their official capacity, or the membership of the Supported Organization, as set forth in the Bylaws of the Corporation.

G. Control by Disqualified Persons.

(a) In General. In compliance with Section 509(a)(3)(C), the Corporation may not be controlled directly or indirectly by one or more disqualified persons (as defined in section 4946) other than foundation managers and other than the Supported Organization. If a person is a disqualified person with respect to the Corporation, such as a substantial contributor to the Corporation, is appointed or designated as a foundation manager of the Corporation by the Supported Organization to serve as the representative of the Supported Organization, then for purposes of this paragraph such person will be regarded as a disqualified person, rather than as a representative of the Supported Organization. An organization will be considered "controlled," for purposes of section 509(a)(3)(C), if the disqualified persons, by aggregating their votes or positions of authority, may require such organization to perform any act which significantly affects its operation or may prevent such organization from performing such act. This includes, but is not limited to, the right of any substantial contributor or his spouse to designate annually the recipients, of the income attributable to his contribution to the Corporation. Except as provided in subparagraph (b) of this paragraph, the Corporation will be considered to be controlled directly or indirectly by one or more disqualified persons if the voting power of such persons is 50 percent or more of the total voting power of the organization's governing body or if one or more of such persons have the right to exercise veto power over the actions of the Corporation.

(b) Proof of Independent Control. Notwithstanding subparagraph (a) of this paragraph, the organization is permitted to establish to the satisfaction of the Commissioner of Internal Revenue that the disqualified persons do not directly or indirectly control it.

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Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the Corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the Corporation shall not make any investment in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

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