

N11 000009158

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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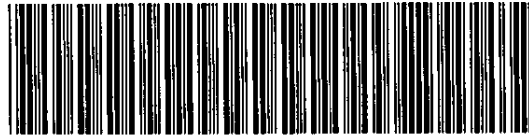
(Business Entity Name)

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*Ant Ham*  
*10/14/13*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **NEW BIRTH F. BAPTIST CHURCH, INC.**

DOCUMENT NUMBER: **N11000009158**

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Dr. JONAS R. PHILISTIN**

(Name of Contact Person)

**NEW BIRTH F. BAPTIST CHURCH, INC.**

(Firm/ Company)

**POBOX 100836**

(Address)

**PALM BAY, FL 32910-0836**

(City/ State and Zip Code)

**Jonesfil@yahoo.com**

E-mail address: (to be used for future annual report notification)

*No money*

For further information concerning this matter, please call:

**Dr. JONAS R. PHILISTIN**

(Name of Contact Person)

**at 321 508-3995**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional copy is<br>Enclosed) |
|--|--|--|--|

13 OCT 10 PM 2:36

DEPARTMENT OF STATE  
Mailing Address  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address  
Amendment Section  
Division of Corporations  
Clifton Building  
2001 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

NEW BIRTH F. BAPTIST CHURCH, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N11000009158

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

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**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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4) <input type="checkbox"/> Change	_____	_____	_____
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<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

**This additional article is to be placed under Articles 2- Purpose of the Corporation Letter (F), in the Articles of Incorporation for:**  
**NEW BIRTH F. BAPTIST CHURCH, INC.**

*This Corporation requires this paragraph and the following three radio station ownership governing paragraphs be maintained in perpetuity within the governing documents. Further, this Corporation requires this Corporation to meet and maintain all FCC rules regarding LPFM ownership, and that this Corporation, as licensee of a LPFM station will take the immediate steps necessary to remain in compliance with all FCC rules for LPFM ownership.*

*This Corporation will seek to own a radio broadcast station, which will produce and provide programming 24 hours a day, 7 days a week produced by this corporation. We commit to no less than 8 hours of original programming produced 7 days a week. Further, this corporation will be involved in the production and dispersion of educational and religious media, and the transaction of any or all lawful business for which may be conducted by such enterprise.*

*This Corporation will provide a publicly accessible main studio, and corporate headquarters, with local program origination capability, staffed with volunteers working 20 or more hours per week between 7 am - 10 pm (at a minimum), and within 10 miles of the proposed transmitting antenna site.*

*This Corporation will require 75% of the total board membership(directors) to be held by members that reside within 10 miles of the proposed transmitting antenna site.*

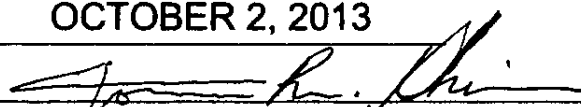
The date of each amendment(s) adoption: SEPTEMBER 25, 2013, if other than the date this document was signed,

Effective date if applicable: SEPTEMBER 25, 2013  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated OCTOBER 2, 2013

Signature   
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Dr. JONAS R. PHILISTIN

(Typed or printed name of person signing)

PD

(Title of person signing)

Amended  
Articles Of Incorporation

For

New Birth F. Baptist Church, Inc.

The undersigned subscriber to these Articles of Incorporation is a natural person competent and authorized to these Articles of Incorporation for New Birth F. Baptist Church, Inc., a non-profit Corporation under Chapter 617 Statutes.

Articles 1- Name

The name of this Congregation is New Birth F. Baptist Church, Inc. (hereinafter "Corporation").

Articles 2- Purpose of the Corporation

(A) This Corporation is organized as a church exclusively for charitable, religious, and educational purposes. Our purpose includes, but is not limited to, the establishing and maintaining of religious worship and any other ministries that the Church may be led of God to establish.

(B) The Church shall also ordain and license men to the Gospel ministry; evangelize the unsaved by the proclaiming of the Gospel of the Lord Jesus Christ; educate believers in a manner consistent with the requirements of the Holy Scripture; maintain missionary activities in the United States and any foreign country; and engage in any other ministry that the Church may decide, from time to time, to pursue in obedience to the will of God.

(C) The specific and primary purpose for which this corporation is formed is: To provide religious, charitable, educational and spiritual guidance to individuals who desire to be in ministry's work. To preach, teach, and minister the Word of God for the saving of souls. To help the lost person finds their way to the Lord.

(D) To help the homeless, the down in out, to help the oppressed, and the people who are depressed. To bring mankind into greater understanding of the Word of God. To lead them into a better way of life, by teaching them to fear the Lord and to live a life that is pleasing to God.

(E) To provide Food Programs, Clothing Bank, Day Care Center, Grade School, School of Ministry, Outreach ministry to the homeless and Youth in Action Program.

(F) To provide a Family Counseling Center and Radio Broadcasting Station:

This Corporation requires this paragraph and the following three radio station ownership governing paragraphs be maintained in perpetuity within the governing documents. Further, this Corporation requires this Corporation to meet and maintain all FCC rules regarding LPFM ownership, and that this Corporation, as licensee of a LPFM station will take the immediate steps necessary to remain in compliance with all FCC rules for LPFM ownership.

This Corporation will seek to own a radio broadcast station, which will produce and provide programming 24 hours a day, 7 days a week produced by this corporation. We commit to no less than 8 hours of original programming produced 7 days a week. Further, this corporation will be involved in the production and dispersion of educational and religious media and the transaction of any or all lawful business for which may be conducted by such enterprise.

This Corporation will provide a publicly accessible main studio, and corporate headquarters, with local program origination capability, staffed with volunteers working 20 or more hours per week between 7 am - 10 pm (at a minimum), and within 10 miles of the proposed transmitting antenna site.

This Corporation will require 75% of the total board membership (directors) to be held by members that reside within 10 miles of the proposed transmitting antenna site.

### Articles 3 - Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Board of Directors, Officers, or other private Person, 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 second hereof.

No substantial part of the activities of the Corporation shall be 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 or in opposition to any candidate For public office. Notwithstanding any other provision of these articles, 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, 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, or the corresponding section of any future federal tax code.

### Article 4- Capital Stock

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

### Article 5 – Qualification of Members and Manner of Their Admission

The categories of membership, qualification for membership and the manner of Admission shall be as set forth in and regulated by the By-Laws of the Corporation.

### Article 6 – Voting Rights

Members of the Corporation will have voting rights as provided in the By-Laws of the Corporation.

### Article 7 – Limitation of Corporate Powers

The corporate powers of the corporation are as provided in section 617.0302, Florida Statutes.

### Article 8 – Term of Existence

The corporation shall have perpetual existence.

### Article 9 – Manner of Election of Directors

The directors of the Corporation shall be elected by a majority vote of the Members of the Corporation. Except for the President/CEO (Chief Executive Officer), all Officers of the Corporation shall be appointed annually by a majority vote of the Board of Directors/Trustees. The President/CEO perpetually, as further described by the



By-Laws.

## Article 10 – Officers

The officers of the Corporation shall consist of the following positions if possible:

- President/CEO
- Vice President
- Secretary
- Treasurer
- Auditor
- Legal Counsel/ Advisor

## Article 11 – The Names of the Officers who are to serve until the First Election under the Articles of Incorporation

The names of individuals who are to serve as officers until the first election under the Articles of Incorporation are as follows:

President: Dr. Jonas R. Philistin  
Vice President: Denise G. Philistin  
Secretary: Laforet Pierre  
Treasurer: Laforet Pierre

## Article 12 – Board of Trustees/Directors

This Corporation shall have no less than three Directors/ Trustees or Officers, and the number of Directors /Trustees or Officers may be increased, as provided by the By-Laws, but never decrease to a number less than three directors/Officers. The names and addresses of the persons who are to serve as members of the Board of Directors/Officers until the first Election under the Articles of Incorporation are as follows:

1. Dr. Jonas R. Philistin, 220 Ridgemont Cir SE, Palm Bay, FL 32909
2. Denise G. Philistin, 220 Ridgemont Cir SE, Palm Bay, FL 32909
3. Laforet Pierre, 486 Masten St. NW, Palm Bay, FL 32907
4. Laforet Pierre, 486 Masten St. NW, Palm Bay, FL 32907

## Article 13 – Liabilities for Debts

Neither the members nor the members of the Board of Trustees/Directors or Officers of the Corporation shall be liable for the debts of the Corporation.

## Article 14 – Indemnification

The Corporation shall indemnify a Director/Trustee or Officer of the Corporation Who was wholly successful, on the merits or otherwise, in the defense of any? Proceeding to which the director or officer was a party because the Director/Trustee or Officer is or was a Director/Trustee or Officer of the Corporation against reasonable attorney fees and expenses incurred by the Director or Officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a Director, Trustee, Officer, Employee or Agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the Director, Officer, Employee or Agent, as the

case may be, is permissible in the circumstances because the Director, Officer, Employee or Agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fee and expenses for Directors, Trustees, Officers, Employees or Agents of the Corporation shall apply when such persons are serving at the Corporation's request while a Director, Officer, Employee or Agent of the Corporation, as the case may be as a Director, Trustee, Officer, Partner, Employee or Agent, of another foreign or Domestic Corporation, partnership, joint venture, trusts, employee benefit plan or other enterprise, whether or not for profit as well as in their official capacity with the Corporation? The Corporation may also purchase and maintain insurance on behalf of an individual arising from the individual's status as a Director, Trustee, Officer, Employee or Agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contains in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is a Director, Trustee, Officer, Employee or Agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable in these Articles of Incorporation to "Director", "Trustee", "Officer", "Employee", and "Agent" shall include the heirs, estates, executors, administrators and personal representative of such person.

#### Article 15 – Amendment to the Articles of Incorporation

Except for Article 9 of these Articles of Incorporation, the Corporation may amend any of the other Articles in the Articles of Incorporation in the manner provided by Law. Each amendment shall be approved by the Board of Directors/Trustees, proposed by them to the Members, and approved at a Members Meeting by a majority vote of the Members, unless all the Directors/ Trustees, and All the Members sign a written statement manifesting their intention that certain Amendment of these Articles of Incorporation is made.

#### Article 16- Amendment of By-Laws

This Corporation shall have the right and power to enact By-Laws not repugnant to this Chapter and the further right and power to alter, amend or rescind upon previous notice of intention to alter, amend or rescind the same being given for such length of time as may be prescribed the By-Laws, Rules or Regulations of this Corporation, including the manner or procedure thereof, at any business meeting or at any Special meeting called for that purpose.

#### Article 17 – Principal Office

The address of the principal office of this Corporation is 220 Ridgemont Cir SE, Palm Bay, FL 32909 and mailing address is the same.

#### Article 18- registered office and Registered agent

The initial address of the registered office of this Corporation is located at 220 Ridgemont Cir SE, Palm Bay, FL 32909. The name and address of the registered agent of this Corporation is Dr. Jonas R. Philistin, 220 Ridgemont Cir SE, Palm Bay, FL 32909

#### Article 19 – Incorporator

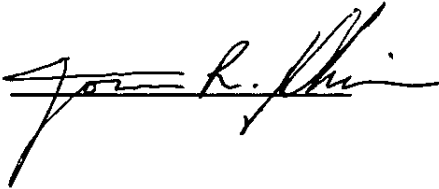
The name and street address of the Incorporator for these Articles of Incorporation of this Corporation is Dr. Jonas R. Philistin, whose address shall be the same as the principle office of the Corporation.

## Article 20- Dissolution

Upon the dissolution of the Church, the Trustees shall, after paying or making provision for payment of all the liabilities of the Church, dispose of all the assets of the Church. Assets may be distributed only to organization or organizations that agree with the Church's Statement of Faith.

The undersign Incorporator has executed these Articles of Incorporation this 12<sup>th</sup> day of January 2011.

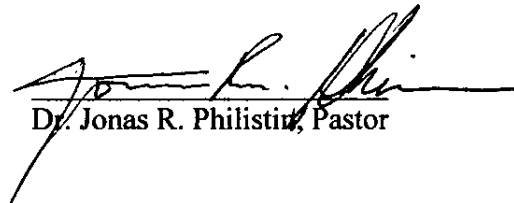
**Signature of the Incorporator:**



JONAS R. Philistin  
Dr. Jonas R. Philistin, Pastor

### **Acceptance of Registered Agent Designated In Articles of Incorporation**

Dr. Jonas R. Philistin, having a business office, the same registered office of New Birth F. Baptist Church, Inc., the Corporation named above is the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligation of the positions of the Registered Agent under section 617.0501, Florida Statutes.



Dr. Jonas R. Philistin, Pastor