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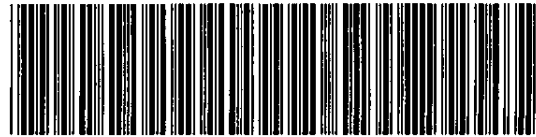
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(Document Number)

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DIVISION OF CORPORATIONS  
12 MAR 14 PM 4:14

Amended  
Restated  
@ 3/14/12

# CRAMER, PRICE & de ARMAS, P.A.

ATTORNEYS AT LAW

1411 EDGEWATER DRIVE, SUITE 200  
ORLANDO, FLORIDA 32804

CHARLES W. CRAMER\*  
R. DAVID de ARMAS  
STEPHEN H. PRICE  
CHAD A. SHIMEL  
CARRIE L. GALBRAITH\*\*

(407) 843-3300  
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[WWW.CRAMPRIICE.COM](http://WWW.CRAMPRIICE.COM)

\*ALSO ADMITTED IN GEORGIA

\*\*ALSO ADMITTED IN WASHINGTON, D.C.

OF COUNSEL: PHILIP A. THARP  
1939-2003

March 13, 2012

## Sent Via Overnight Mail

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Amended and Restated of Articles of Incorporation of  
Clear Lake Community, Inc.

To Whom It May Concern:

I am enclosing herewith an original and a copy of the Amendment and Restatement of Articles of Incorporation of Clear Lake Community, Inc. along with a copy of your letter to me dated March 6, 2012 citing my previous error.

If you deem these documents are in order, please file them on our behalf and remit the Certificate of Amendment to the undersigned.

Thank you in advance for your assistance. Do not hesitate to contact me if you have any comments or questions.

Sincerely,

  
CHARLES W. CRAMER

CWC/dmm  
cc: Clear Lake Community, Inc.  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 6, 2012

CRAMER, PRICE & DE ARMAS, P.A.  
% CHARLES W. CRAMER  
1411 EDGEWATER DRIVE - STE. 200  
ORLANDO, FL 32804

SUBJECT: CLEAR LAKE COMMUNITY, INC.  
Ref. Number: N11000011491

We have received your document for CLEAR LAKE COMMUNITY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 512A00008635

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12 MAR 14 AM 8:08

ATLANTA, GEORGIA  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 27, 2012

CRAMER, PRICE & DE ARMAS, P.A.  
% CHARLES W. CRAMER  
1411 EDGEWATER DRIVE - SUITE 200  
ORLANDO, FL 32804

SUBJECT: CLEAR LAKE COMMUNITY, INC.  
Ref. Number: N11000011491

We have received your document for CLEAR LAKE COMMUNITY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

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) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 512A00007981

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Dated this 23<sup>rd</sup> day of February, 2012.

Clear Lake Community, Inc.

By: 

Charles W. Cramer, Attorney for  
Clear Lake Community, Inc.

As the attorney for the Corporation, I am an authorized representative submitting these Amended and Restated Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S. I acknowledge that I have read the above "Notice of Annual Report" statement and understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this Corporation and every year thereafter to maintain "active" status.

**Certificate of Ratification**

Pursuant to the Corporation's current Articles of Incorporation, Bylaws and Section 617.1007, Florida Statutes, this Amended and Restated Articles of Incorporation was proposed to the Member of the Corporation and the Corporation's Board of Directors and was unanimously approved by the Member and the Corporation's Board of Directors on February 23, 2012.

By: 

Charles W. Cramer, Attorney for  
Clear Lake Community, Inc.

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DIVISION OF CORPORATIONS  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**CLEAR LAKE COMMUNITY, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of the above named Corporation are amended and restated in their entirety and the Corporation adopts the following Amended and Restated Articles of Incorporation for such Corporation:

**ARTICLE I: NAME**

The name of this Corporation shall be **Clear Lake Community, Inc.**

**ARTICLE II: PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 3000 South John Young Parkway, Orlando, Florida 32805-6691.

**ARTICLE III: PURPOSE**

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and in particular:

1. To assist in and contribute to the growth and development of the ministries and activities of The First Baptist Church of Orlando, Inc. and The Village of Orlando, Inc.;
2. To own, manage and operate real property for the purpose of providing low income housing to the poor and underprivileged in the community of Orlando, in furtherance of the exempt purposes of The First Baptist Church of Orlando, Inc. and The Village of Orlando, Inc.; and

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DIVISION OF CORPORATIONS  
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3. To engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

#### **ARTICLE IV – EXISTENCE**

The existence of this Corporation shall be perpetual.

#### **ARTICLE V: RESTRICTIONS**

A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, 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 III hereof. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. No Political Campaigning. 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 candidate for public office.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

#### **ARTICLE VI: DIRECTORS**

A. Number. The Directors of the Corporation shall consist of not fewer than three (3) Directors and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. Initial Directors. The initial Board of Directors are as follows:

Scott Boyd  
3000 S. John Young Parkway

Orlando, Florida 32805

Daniel de Armas  
3000 S. John Young Parkway  
Orlando, Florida 32805

Christopher Friedmann  
3000 S. John Young Parkway  
Orlando, Florida 32805

C. Powers. The Board of Directors shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.

D. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

E. Election. The method of electing the Board of Directors shall be contained in the Bylaws.

#### **ARTICLE VII: DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed to those members of Clear Lake Community Ministries, LLC who at that time qualify for exemption under Section 501(c)(3) in proportion to their relative membership interests in Clear Lake Community Ministries, LLC and no such entities exist then to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

#### **ARTICLE VIII – MEMBERS**

The current member of the Corporation is Clear Lake Community Ministries, LLC. The qualifications of the members of the Corporation, the manner of their admission, voting, and other rights and privileges of members shall be regulated by the Corporation's Bylaws.



## **ARTICLE IX – POWERS**

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

## **ARTICLE X - AMENDMENTS**

A. Bylaws. Amendments to the Corporation's Bylaws may be made at any regular business meeting or special properly called meeting of the membership provided each amendment shall have been presented in writing to the membership at a previous business meeting. Amendments shall be by majority vote of members present and voting.

B. Articles of Incorporation. Amendments to the Articles of Incorporation may be made at any regular business meeting or special properly called meeting of the membership provided each amendment shall have been presented in writing to the membership at a previous business meeting. Amendments shall be by majority vote of members present and voting.