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*Amended &
Restated*

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FILED
2014 MAR 12 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR
3/13/14

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Of Counsel: Philip A. Tharp
(1939-2003)

March 11, 2014

Over Night Delivery

Florida Secretary of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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

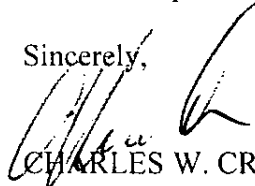
To Whom It May Concern:

Enclosed herewith please find an original and a copy of the Second Amended and Restated Articles of Incorporation of Clear Lake Community, Inc. Enclosed is our firm's check in the amount of \$35.00 for the filing fee.

Please file these documents on our behalf and return all correspondence concerning this matter to the undersigned.

Please contact me, if you have any comments or questions.

Sincerely,



CHARLES W. CRAMER

CWC:bw
Enclosures
Cc: Adam Moffitt, Via Email

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CLEAR LAKE COMMUNITY, INC.

FILED
MAR 12 PM 3:59
CLAY COUNTY, FLORIDA
CLERK OF CIRCUIT COURT

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

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

Allen Wiggins
3000 S. John Young Parkway
Orlando, Florida 32805

Wil Mowdy
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, the assets of the Corporation shall be promptly liquidated and distributed in the following order:

- (a) To the payment of creditors, excluding Members, in the order of priority as provided by law;
- (b) To the payment of loans or advances made by the Members;
- (c) To the reimbursement of grants contributed by Members; and
- (d) 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.

Dated this 11 day of March, 2014.

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 2/26, 2014.

By: 

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