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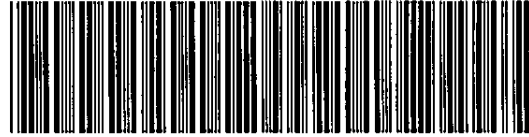
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
FALL ABASSIST, FLORIDA

14 FEB 25 PM 1:34

APPROVED  
AND  
FILED

C. LEWIS  
FEB 26 2014  
EXAMINER

*Dr. Joseph E. Mattox*  
*13 Fort Clinch Heights*  
*Frostproof, Florida 33843*  
*drjoemattox@aol.com*  
*(863)232-8116*

February 3, 2014

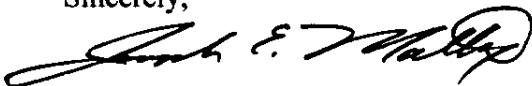
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sirs,

Enclosed you will find the revised Articles of Incorporation and By Laws for the Frostproof Ministerial Association, Inc. The original documentation for this corporation (Document Number: N 13000000567) was filed on January 17, 2013. The firm that was hired to prepare these documents, Spiegel and Utreta, P.A. of Miami, FL prepared generic documents for establishing a nonprofit corporation on behalf of the Frostproof Ministerial Association. When the members of the corporation reviewed the corporate documents they felt that they were very broad in scope and need to be amended to reflect the specific objectives and operations of the corporation.

A carefully review of the corporate documents has been conducted and major revisions have been made and were approved by the members of the corporation in their meeting on January 7, 2014. Please file the amended documents for us with the Divisions of Corporations. If you have any questions you may direct them to our new registered agent, Dr. Joseph Mattox. Thank you for your assistance in this matter.

Sincerely,



Dr. Joseph E. Mattox

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **Frostproof Ministerial Association, Inc.**

DOCUMENT NUMBER: **N 13000000567**

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

Please return all correspondence concerning this matter to the following:

**Dr. Joseph Mattox**

(Name of Contact Person)

**Frostproof Ministerial Association, Inc.**

(Firm/ Company)

**13 Fort Clinch Heights Road**

(Address)

**Frostproof, FL 33843**

(City/ State and Zip Code)

**drjoemattox@aol.com**

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

For further information concerning this matter, please call:

**Dr. Joseph Mattox**

(Name of Contact Person)

at **863 232-8116**

(Area Code & Daytime Telephone Number)

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

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input 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) |
|---|--|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

APPROVED  
AND  
FILED

**RESTATED ARTICLES OF INCORPORATION  
OF THE  
FROSTPROOF MINISTERIAL ASSOCIATION, INC**

14 FEB 25 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non-profit Corporation under Chapter 617 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is FROSTPROOF MINISTERIAL ASSOCIATION, INC., (hereinafter "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation is organized exclusively for charitable, religious, educational, and scientific 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, or the corresponding section of any future federal tax code. The Corporation shall promote unity of spirit and work among the ministers and churches of the Frostproof area, striving to further Christ's Kingdom and the spiritual and moral welfare of this community.

**ARTICLE 3 - PROHIBITIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 2 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 of 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.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE 4 - DIRECTORS**

The Directors are elected annually by a majority vote of the Members of this Corporation. The initial Board of Directors of the Corporation shall be

Rev. Ralph C. Waters  
Rev. Michael Arms  
Rev. William H. Elder  
Rev. Brian R. Smith

whose mailing addresses shall be the same as the principal address of the Corporation.

#### **ARTICLE 5 – PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 17 South Scenic Highway, Frostproof, Florida 33843, and the mailing address is Post Office Box 302, Frostproof, FL 33843.

#### **ARTICLE 6 - INCORPORATION**

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

Elsie Sanchez  
1840 Southwest 22<sup>nd</sup> Street, 4<sup>th</sup> Floor  
Miami, Florida 33145

#### **ARTICLE 7 - OFFICERS**

The Officers shall be elected annually by a majority vote of the Members of this Corporation. The elected Officers of the Corporation shall constitute the Board of Directors. The initial Officers of the Corporation shall be:

President:	Rev. Michael Arms
Vice President:	Rev. William H. Elder
Secretary:	Rev. Brian R. Smith
Treasurer:	Rev. Ralph C. Waters

whose mailing addresses shall be the same as the principal address of the Corporation.

#### **ARTICLE 8 – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 9 – CAPITAL STOCK**

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

#### **ARTICLE 10 – QUALIFICATIONS OF MEMBERSHIP**

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

#### **ARTICLE 11 – VOTING RIGHTS**

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

#### **ARTICLE 12 – LIABILITIES FOR DEBTS**

Neither the Members, or the Board of Directors, or Officers of the Corporation shall be liable for the debts of the Corporation.

#### **ARTICLE 13 – REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22<sup>nd</sup> Street, 4<sup>th</sup> Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22<sup>nd</sup> Street, 4<sup>th</sup> Floor, Miami, Florida 33145.

#### **ARTICLE 14 – EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 15 - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Member's meeting by a two-thirds vote of the Members present.

## **ARTICLE 16 - INDEMNIFICATION**

The Corporation shall indemnify a Director or Officer or Member of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer or Member was a party because the Director or Officer or Member is or was a Director or Officer or Member of the Corporation against reasonable attorney fees and expenses incurred by the Director or Officer or Member 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, Officer, Member 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, Member or Agent, as the case may be is permissible in the circumstances because the Director, Officer, Member or Agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for Directors, Officers, Members and Agents of the Corporation shall apply when such persons are serving at the Corporation's request while a Director, Officer, Member or Agent of the Corporation, as the case may be, as a Director, Officer, Partner, Trustee, Member or Agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a Director, Officer, Member or Agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a Director, Officer, Member 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 contained 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 or was a Director, Officer, Member 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 and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "Director", "Officer", "Member", and "Agent" shall include the heirs, estates, executors, administrators and personal representatives of such person.

## **ARTICLE 17 - DISSOLUTION**

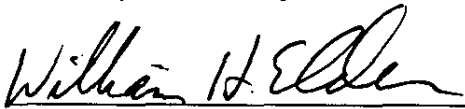
Upon dissolution of the Corporation, assets shall be distributed to the Frostproof Care Center, Inc. Should the Frostproof Care Center, Inc be unable to receive the assets, those assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any

future federal tax code at the direction of the Board of Directors. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

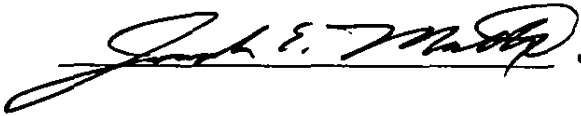


**CERTIFICATION OF RESTATED ARTICLES OF INCORPORATION**

At a meeting of the members of the Frostproof Ministerial Association on November 13, 2013, the Restated Articles of Incorporation for the Frostproof Ministerial Association, Inc. were recommended by the officers of the corporation: Michael Arms, William H. Elder, Brian R. Smith and Ralph C. Waters to the members for adoption. The motion to accept the Restated Articles of Incorporation was made by Joe Mattox and seconded by Brian Smith. The motion for adoption was unanimously approved by the members present. The members present and voting included: Ken Parrott, Rodney Cannon, Brian Smith, Joe Mattox, Curtiss Cain, Joe Fider, William Elder, Joe Gibilisco, and Rupert Preddy.



William H. Elder, Vice President



Joseph E. Mattox, Resident Agent

APPROVED  
AND  
FILED  
14 FEB 25 PM 1:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The date of each amendment(s) adoption: January 7, 2014, if other than the date this document was signed.

Effective date if applicable: January 15, 2014  
(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 January 7, 2014  
Signature William H. Elder  
(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)

William H. Elder  
(Typed or printed name of person signing)  
Vice President  
(Title of person signing)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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