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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

APR 28 2016

ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Celebration Church Inc.

DOCUMENT NUMBER: N15000000141

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

Please return all correspondence concerning this matter to the following:

Keith Hughes

(Name of Contact Person)

(Firm/ Company)

P. O. Box 410940

(Address)

Melbourne, Florida 32940

(City/ State and Zip Code)

celebrationchurch2930@outlook.com

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

For further information concerning this matter, please call:

Keith Hughes

254

258-9273

(Name of Contact Person)

at

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

**Articles of Amendment
to
Articles of Incorporation
of**

Celebration Church, Inc.

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

N1500000141

(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:

NA

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:

(Principal office address MUST BE A STREET ADDRESS)

NA

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

NA

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:

NA

New Registered Office Address:

(Florida street address)

(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

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			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<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)

Amend Article III Please find Attachment A

ADD Articles IX - XVI Please find Attachment B

Celebration Church, Inc.
Document Number N15000000141
Attachment A

ARTICLE III Purpose

This organization is formed and operated *exclusively for federal tax exempt purposes, such as religious, charitable, and educational purposes.*

Accordingly, through *speech, assembly, and association*, this corporation is formed for the purpose of promoting the Gospel of the Lord Jesus Christ as recorded in the four Gospels and by the writers of the Epistles of the New Testament. To promote, encourage and maintain good works by cooperative efforts, with others who believe the Gospel of the Lord Jesus Christ. To assist in the organization, establishment, and maintenance of local groups who are also believers in the Gospel of the Lord Jesus Christ; to assist, promote and further the work of the Gospel in the United States, Canada, and other foreign countries, and to attain its purposes by the publication and circulation of Christian literature of any and all types; literature defined to include written materials, tape recordings, and audio and audio-visual means of communications. To engage in the promotion of evangelism, the establishment and maintenance of and means for Bible study; to encourage personal evangelism and discipleship and to assist in the founding and activities of Christian churches.

To conduct religious meetings: To give instructions in religious matters; to maintain and operate branches thereof; to practice the tenets of Christianity. To cooperate with other religious organizations which desire to sponsor or assist this corporation in its evangelical work; To establish the teaching of Christian doctrine for the purpose of preparing individuals for religious work; Pastoral and ministerial activities. To take affirmative action toward solving problems and fostering, encouraging, and promoting activities which will improve the temporal and/or spiritual well being of the human race; To assist in preserving the United States Constitution and the Bill of Rights; and thus to preserve freedom therein to establish and further the Kingdom of God in this country and on this earth.

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Attachment A

Additionally, Church is the English rendering of one Greek word *ekklesia*, signifying a “call out assembly.” The Church is the Body of Christ. It is God’s body on earth and the instrument through which His presence flows. Scripture plainly states that we are not to forsake the assembling together. The reason that **Celebration Church, Inc.** exists is as follows:

1. The object, business and purpose of the corporation are to provide a place for the support public worship, by organizing a church and enhancing all the functions and privileges necessary and nonpolitical services.
2. Conduct the work of evangelism, create departments necessary to support missionary activities, to license, ordain, and oversee ministers of the gospel. That will also engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501 C (3), Internal Revenue Code.
3. To train and teach religious education for Christian and public service through the school of biblical studies and seminary. To purchase and own properties that is necessary to carry out the objective purposes of Celebration Church, Inc.
4. To be the vessel where God builds upon the Body through the perfecting work of Jesus Christ as we are conformed to His image (2 Corinthians 3:18).
5. To be the vessel where the people of God may assemble, calling upon the name of the Lord, and worship Him in Spirit and truth (Acts 2:1, 2; Hebrews 10:24-25).
6. To be the instrument that God uses to evangelize the world by the “spreading of the Light” so that men may see our good works, glorify God and become members of His Body (John 15:5,8; Acts 1:8).
7. To be the vessel that God uses to strengthen the family by teaching and exemplifying Biblical family values (Deuteronomy 6:6-11).
8. To receive property by gift, devise or bequest subject to the laws relating to the transfer of property by gift or will;
9. To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust;

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Attachment A

10. To take, purchase or otherwise acquire; to own, hold, occupy, use; manage, improve, develop and work; to grant, sell, exchange, let, demise and otherwise dispose of real estate, buildings, and improvements and every right, interest, and estate therein without limit as to the amount thereof and wheresoever's the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated;
11. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferrable interests;
12. To purchase or otherwise acquire, to own, hold, use, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof, and affairs and attainment of the exempt purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State;

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Attachment B

Article IX - Activities

Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any other future United States Internal Revenue Law or (b) corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954, or any other corresponding provision of any future United States Internal Revenue Law.

Article X - Existence

This corporation shall have perpetual existence.

Article XI – Corporate Officers

Section 1 – The Original Founder/Senior Pastor shall oversee and maintain the primary business of the organization and shall:

- a. Supervise and control the affairs of the corporation and the activities of the officers. The duties shall perform all duties and matters to the office and others duties that may be required by law and the articles of incorporation. The position shall attend all meetings of the Board of Directors and be a voting member.
- b. The position of Original Founder/Senior Pastor is unique and carries a lifetime term at the discretion of the Original Founder & Pastor.
- c. If the Founder/Senior Pastor is no longer in office due to resignation, illness, or death the subsequent Pastor will not be subject to a lifetime term or seat on the Board of Directors as a voting member.
- d. If the Founder/Senior Pastor becomes ill or otherwise becomes unable to perform the duties of the office due to becoming incapacitated or death, the Assistant Pastor or Designee will direct the day to day operations of the organization. This individual has to be named in a formal written and notarized document by the Founder/Senior Pastor before incapacitation or death. If for any reason a written document is not available the board will have the duty of voting by a majority vote of who will serve as the interim pastor until the board hires the new pastor.

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- e. At the time of such circumstances the board of directors will be responsible for hiring a new Pastor.

Section 2 – The Pastor shall oversee and maintain the primary business of the organization and shall:

- f. With the Secretary, sign and deliver transactions pertaining to the business of the organization.
- g. Assist in directing the communications and marketing of Celebration Church, Inc. and any programs as approved by the Board of Directors.
- h. The Pastor is an ex-officio member of the Board of Directors.

Section 3 – The Pastor shall preside at all meetings of the Board of Directors.

Section 4 – The Co-Chairman preside at the meetings of the Board of Directors in the absence of the Chairman.

Section 5 – The Secretary or his or her designated agent shall:

- a. Maintain records of and, whenever necessary, certify all proceeds for the organization.
- b. See that all notices are given in accordance with the provisions of these articles or as required by law.
- c. Be custodian of the corporate records.
- d. With the Pastor sign and deliver any transactions pertaining to the business of the organization.

Section 6 – The Treasurer shall:

- a. Ensure that accurate financial records for the organization are kept.
- b. Deposit all moneys and checks in the name of and to the credit of Celebration Church, Inc.
- c. Disburse funds and issue checks for the primary business of the organization according to the approval of the Board of Directors.
- d. Render whenever requested, an account of all transactions by the Treasurer and of the financial condition of Celebration Church, Inc.
- e. Oversee the work of the Budget as set forth by the Board of Directors.

Section 7 – All Board of Directors shall complete a standard application for the organization primary management file.

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Section 8 - Corporate Officers: Business affairs of the corporation shall be managed by the Corporation Officers who will function as outlined in the by-laws of the corporation, which shall consist of not less than three members; members whose number shall be the original number of corporate officers, and may be in excess of three as shall be determined in the By-laws of the corporation. Corporate Officers hold office until their successors are selected and qualified as specified in the by-laws.

Section 9 - The Officers of the corporation shall consist of: a President; a term hereafter to be synonymous with Senior Pastor/Elder, here and in the By-laws. The President shall also be the Chairperson of all committees and boards, a Vice President, a Secretary/Treasurer, an Assistant Secretary, and as many others as necessary to serve as Corporate Officers in order to administer the affairs of the corporation. Provisions for meetings of the Corporate Officers shall be provided for in the by-laws.

Article XII- Board of Elders

BOARD OF ELDERS: The Board of Elders shall be three (3) in number initially. Filling Vacancies on the board of Elders, as well as increasing the number of people to serve on the board will be accomplished as outlined in the By-laws. The Board Of Elders shall be directly responsible to the President of the Corporation in all matters relating to the discharge of their duties and responsibilities as outlined in the By-laws. Provision for acceptance to the Board of Elders and for their meetings shall be made in the By-laws.

Article XIII – By Laws

Section 1. By-laws not in conflict with the laws of the State of Florida or the United States of America or these Articles of Incorporation may be adopted, amended, or supplemented by a majority vote of voting members in a general or special meeting. The voting membership shall consist only of the Board of Elders. The Senior Pastor/Elder is the final approving authority for all amendments or supplements to the by-laws of the corporation.

Section 2. Initial adaptation of the by-laws shall be by a majority vote of the Corporation Officers at a regular or special meeting called for that purpose. Thereafter, the Board of Elders may request that the by-laws of the corporation be altered, or rescinded. Such requests can be approved by a two-thirds vote of the Corporation Officers present at a special meeting held for that purpose or at any of the regular meetings, a quorum being present, provided that notice of the

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time, place, date, and proposed amendment(s) shall be given as provided in the by-laws initially established and further provided that the proposed change to the by-laws shall have first been reviewed by the Corporation Officers and then voted upon by the same. The Senior Pastor/Elder shall be the final approving authority for adaptation of these by-laws and will possess veto power over all matters relating to the approval or rejection, in part or in full, of the corporation by-laws.

Article XIV - Amendments

These Articles of Incorporation may be amended in the manner prescribed by law and herein. Amendments may be proposed and adopted by two-thirds vote of the total number of Corporation Officers present, at a regular or special meeting called for that purpose. A quorum being present, provided written notice of the time, place and proposed amendment has been mailed to the last known address of each Corporate Officer at least ten days before such meeting and further provided that each proposed amendment has the final approval of the Senior Pastor/Elder.

Article XV - Dissolution

This corporation may dissolve and wind up its affairs upon the adaptation of a resolution to dissolve and wind up its affairs by a majority vote of the Corporation Officers, upon such a resolution adopted and submitted in a meeting duly assembled after proper notice at which a quorum is present of the persons who are First Officers.

The provisions of Section 617.05, Florida Statutes, relating to the dissolution of a corporation not for profit in the state shall be complied with.

The assets of this corporation in the process of dissolution shall be applied and distributed as follows: (a) all liabilities and obligations of this corporation shall be paid, satisfied, and discharged or adequate provision shall be made therefore; (b) assets held by the corporation upon condition requiring return, transfer, or conveyed in accord with such requirements; (c) the remaining shall be transferred or conveyed to an organization not for profit which shall qualify under the Internal Revenue Code or the United States of America to be exempt from income taxation as shall be selected and named by the Senior Pastor/Elder in the resolution proposing dissolution of the corporation; (d) *no part of the assets of this corporation shall be distributed to, or inure to, the benefit of any private*

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individual member or Elder, including the Senior Elder/Pastor of this corporation by reason of dissolution.

Notwithstanding any other provision of these articles, in the event of dissolution, the residual assets of the corporation will be turned over 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 of 1954, or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State, or local government of exclusive public purpose.

Article XVI Conflict of Interest

Section 1 – Purpose- The purpose of the conflict of interest policy is to protect the organization's interest when it is considering negotiating a transaction or agreement that might benefit the personal interest of an officer or director of the organization or might result in a possible gain for the transaction. This article is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.

Section 2 The officers, employees, or agents of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors.

Section 3 – No officer, employee, or agent of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract.

Section 4 – Disclosure – Any possible conflict of interest shall be disclosed by the person or persons concerned.

Section 5 – Board Action – When a conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person(s) shall call it to the attention of the Board of Trustees and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room during the vote of the Board of Trustees. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Directors, excluding the person(s) concerning whose situation the doubt has arisen.

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Section 6 – Record of Conflict- The official minutes of the Board of Directors shall reflect that the conflict of interest was disclosed and the interested person(s) was (were) not present during the final discussion or vote and did not vote on the matter.

Section 7 – Violations of Conflict of Interest Policy- If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest; it shall inform the member of the basis for such belief and allow the member the opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The date of each amendment(s) adoption: 04/15/2016, if other than the date this document was signed.

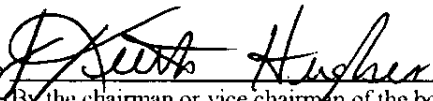
Effective date if applicable: 04/15/2016
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 04/16/2016

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)

Keith Hughes

(Typed or printed name of person signing)

President

(Title of person signing)