

N1500000981

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100269888071

02/25/15--01008--016 \*\*35.00

*Am*

FEB 26 2015

R. WHITE

FILED  
15 FEB 25 PM 3:18  
FALLS CHURCH, VA  
CLERK OF COURT

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **UPLIFT CHURCH OF THE C&MA INC.**

DOCUMENT NUMBER: **N15000000981**

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

Please return all correspondence concerning this matter to the following:

**KEDESH JEROME**

(Name of Contact Person)

**UPLIFT CHURCH OF THE C&MA INC.**

(Firm/ Company)

**11215 JUSTIN OAKS DR**

(Address)

**JACKSONVILLE, FL 32221**

(City/ State and Zip Code)

**KEDESH.JEROME@GMAIL.COM**

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

For further information concerning this matter, please call:

**REV. KEDESH JEROME** at **772 284-6374**

(Name of Contact Person)

(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

Articles of Amendment  
to  
Articles of Incorporation  
of

UPLIFT CHURCH OF THE C&MA INC.

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

N15000000981

(Document Number of Corporation (if known))

FILED  
15 FEB 25 PM 3:18

RECEIVED  
FEBRUARY 25, 2015  
TALLAHASSEE, FLORIDA

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:

*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)

C. Enter new mailing address, if applicable:  
(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: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (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

Page 2 of 4

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

REPLACE ARTICLES III THROUGH VII OF ARTICLES OF INCORPORATION FILED  
ON JANUARY 30, 2015 WITH NEW ARTICLES OF AMENDMENT III, IV, V, VI, VII  
(SEE ATTACHMENT #1).

☒ The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(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) 02-16-15

(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)

**KEDESH JEROME**

(Typed or printed name of person signing)

**PRESIDENT**

(Title of person signing)

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
UPLIFT CHURCH OF THE C&MA INC.**

**ARTICLE III  
PURPOSES, ECCLESIASTICAL AUTHORITY AND POWERS**

**Section 2.1. Purposes and Ecclesiastical Authority.** The Church is organized and shall be operated exclusively as a member church of The Christian and Missionary Alliance, a church denomination which operates legally as a Colorado nonprofit corporation (the "C&MA"). Accordingly, the Church shall operate under the sole ecclesiastical authority of, and be subject to the usages, doctrines and teachings of, the C&MA as set forth in The Manual of The Christian and Missionary Alliance; as such manual may be amended from time to time by the C&MA (the "Manual"). Without limiting the foregoing, the purposes of the corporation shall include promulgating such doctrines and teachings, preaching the Gospel to every creature, edifying the Christians through the education of God's word, promoting spiritual fellowship among God's people on the basis of the biblical faith, and promoting religious activities and to further other religious, educational, and charitable work to that end. In addition, this corporation shall be organized and operated exclusively for religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

**Section 2.2. Powers.** In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth herein, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of the State and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law. Subject to any limitations in the bylaws of the Church, the Church may acquire, own, dispose of, improve, encumber, and convey property, real and personal, for the Church's purposes, in conformity with the laws of the state where the property is situated.

**Section 2.3. Restrictions on Powers.**

- A. No part of the net earnings of the Church shall inure to the benefit of or be distributable to any director or officer of the Church or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Church affecting one or more of its purposes), and no director or officer of the Church or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Church or otherwise.
- B. No substantial part of the activities of the Church shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Church is an organization to

which section 501(h) of the Internal Revenue Code applies and the Church has effectively elected to have such section apply, the Church shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. When required by law, the Church shall not participate 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.

- C. The Church shall hold all of its real and personal property in trust for the District and the C&MA. All of the Church's real and personal property shall be subject to the applicable property reversion provisions in the Manual.
- D. Upon dissolution of the Church, or upon the Church's termination as a member church of The Christian and Missionary Alliance, all of the Church's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to one or more organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The District shall have first priority to receive all such assets, and the C&MA shall have second priority. If neither the District nor the C&MA are eligible to receive all such assets, then the board of directors shall determine the recipient organizations and their respective shares and interests.
- E. Notwithstanding any other provision of these articles of incorporation, the Church shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code and if at any time the Church is a "private foundation" as defined in section 509(a) of the Internal Revenue Code, then during such period of time:
  - (1) The Church shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;
  - (2) The Church shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;
  - (3) The Church shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;
  - (4) The Church shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Church, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and
  - (5) The Church shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

F. All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE IV MEMBERS**

**Section 3.1. Types of Members.** The Church shall have an Ecclesiastical Member and General Members. The Ecclesiastical Member shall be the district of the C&MA having jurisdiction over the Church; as such district may be determined from time to time by the C&MA (the "District"). Subject to the rights granted to the Ecclesiastical Member in these articles of incorporation, the qualifications, rights and manner of admission for the General Members shall be as set forth in the bylaws.

**Section 3.2. Exercise of Ecclesiastical Authority.** The ecclesiastical authority of the C&MA over the Church shall be exercised through the District. Without limiting the foregoing, the District shall at all times have the responsibility in accordance with and subject to the requirements of the Manual to determine the status of the Church as either a "Developing Church" or an "Accredited Church."

#### **ARTICLE V BOARD OF DIRECTORS**

**Section 4.1. General.** The management of the affairs of the Church shall be vested in a board of directors, which shall be equivalent to the "governance authority" described in the Manual, except as otherwise provided under applicable law, these articles of incorporation or the bylaws of the Church. The number of directors, their classifications, if any, and their terms of office shall be as provided from time to time in the bylaws.

**Section 4.2. Election and Removal of the Board of Directors.** At any time in which the Church is a "Developing Church," the Ecclesiastical Member shall have the sole responsibility to elect and remove all members of the board of directors of the Church. At any time in which the Church is an "Accredited Church," members of the board of directors of the Church shall be elected and removed in accordance with the bylaws of the Church.

**Section 4.3. Liability of Directors.** The liability of a director shall be eliminated or limited to the fullest extent permitted under the laws of the State. If the laws of the State hereafter are amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Church, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by applicable law. Any repeal or modification of this section shall be prospective only and shall not adversely affect any right or protection of a director of the Church existing at the time of such repeal or modification.

---

## **ARTICLE VI BYLAWS**

**Section 5.1. Scope.** The bylaws adopted by the Church shall include all provisions in the Manual applicable to member churches of the C&MA and may contain additional provisions for the managing and regulating of the affairs of the Church that are consistent with law, these articles of incorporation and the Manual. The District shall have the sole authority to determine any inconsistency between the bylaws and the Manual.

**Section 5.2. Adoption and Amendments.** At any time in which the Church is a "Developing Church," the Ecclesiastical Member shall have the sole authority to adopt and amend the bylaws. At any time in which the Church is an "Accredited Church," the bylaws may be amended in accordance with the bylaws of the Church.

## **ARTICLE VII AMENDMENTS**

The board of directors shall have the power and authority to amend these articles of incorporation to the extent provided under the laws of the State, provided that no such amendment shall be effective unless approved in writing by the District.