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S TALLENT

JUL 05 2017

Amended & Restated

FILED
17 JUL -3 PM 5:15
CLERK OF SUPERIOR COURT
ALABAMA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 24, 2017

TIMOTHY L. NEPTUNE, PRESIDENT
VENTURE CHURCH NAPLES, INC.
12336 TAMiami TRAIL E, SUITE 301
NAPLES, FL 34113

SUBJECT: VENTURE CHURCH NAPLES, INC.
Ref. Number: N16000003369

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state that there are no members or members entitled to vote.

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 017A00010529

JUL - 3 2017 10:00
REGISTRY



Venture Church Naples

TO: AMENDMENT SECTION
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

FROM: VENTURE CHURCH NAPLES, INC., a Florida not-for-profit corporation
Document # N16000003369

The enclosed *Amended and Restated Articles of Incorporation* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

TIMOTHY L. NEPTUNE, PRESIDENT
VENTURE CHURCH NAPLES, INC.
12336 TAMIAMI TRAIL E, SUITE 301,
NAPLES, FL 34113
tim@venturenaples.com
(to be used for future annual report notification)

For further information concerning this matter, please call:

TIMOTHY L. NEPTUNE, PRESIDENT
(239) 775-5323

Enclosed is a check for the following amount made payable to the *Florida Department of State*:
\$35 Filing Fee

VENTURE CHURCH NAPLES, INC.

TIMOTHY L. NEPTUNE, PRESIDENT



Venture Church Naples

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VENTURE CHURCH NAPLES, INC.

TIMOTHY L. NEPTUNE, PRESIDENT

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

**VENTURE CHURCH NAPLES, INC.,
a Florida Not For Profit Corporation**

Adopted May 1, 2017

The undersigned officer of VENTURE CHURCH NAPLES, INC., a Florida not-for-profit corporation originally organized under the laws of the State of Florida on March 31, 2016, Florida Document Number N16000003369 (the "Church"), hereby executes and acknowledges the following Amended and Restated Articles of Incorporation of the Church adopted by the Board of Directors of the Church on May 1, 2017 (the "Articles"), pursuant to authority reserved to the Board of Directors and the provisions of Chapter 617 of the Florida Statutes, to supersede and take the place of all heretofore existing Articles of Incorporation of the Church and any and all amendments and/or restatements thereto. Currently, there are no members entitled to vote on these amended Articles.

ARTICLE 1.

NAME

The name of the corporation is: VENTURE CHURCH NAPLES, INC.

ARTICLE 2.

ADDRESS

The street address of the principal office of the Church is: 12336 TAMIAMI TRAIL E, SUITE 301, NAPLES, FL 34113. The mailing address of the Church is: 12336 TAMIAMI TRAIL E, SUITE 301, NAPLES, FL 34113.

ARTICLE 3.

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Church is: 4001 TAMIAMI TRAIL N, SUITE 250, NAPLES, FL 34103. The name of its registered agent at that address is: ERIC J. VASQUEZ, ESQ.

ARTICLE 4.

MEMBERS

The Church shall have members. The qualifications, requirements, and rights of the members shall be set forth in the Church's bylaws. Currently, there are no members entitled to vote on these amended Articles.

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NAPLES, FLORIDA

ARTICLE 5.
PURPOSE

The Church is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including but not limited to PREACHING AND DISSEMINATING THE GOSPEL OF JESUS CHRIST, and to conduct any and all lawful business ordinarily conducted by a not-for-profit corporation, in accordance with the laws of the State of Florida.

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Church 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 this Article 5.

No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church 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 Church 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.

ARTICLE 6.
DURATION

The duration (term) of the Church is perpetual.

ARTICLE 7.
DISSOLUTION

Upon the dissolution of the Church, assets shall be distributed to one or more faith based nonprofit organizations with exempt purposes as defined in section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church 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.

ARTICLE 8.
BOARD OF DIRECTORS

There shall be a Board of Directors consisting of not less than three (3) individuals. The directors are as follows:

TIMOTHY L NEPTUNE, Director (D)
3385 BALTIC DR. NAPLES, FL 34119

ROGER FELIPE, Director (D)
1244 SHENANDOAH CT. MARCO ISLAND, FL 34145

FERNANDO FACIOLI, Director (D)
15327 SUMMIT PLACE CIR. NAPLES, FL 34119

KAREN M NEPTUNE, Director (D)
3385 BALTIC DR. NAPLES, FL 34119

Directors shall be elected or removed in the manner and at the times set forth in the Church's bylaws.

ARTICLE 9.
OFFICERS

The officers of the Church may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the Board of Directors. Each officer shall be elected or removed at such a time and in such a manner as may be prescribed by the bylaws or by law.

The officers of the Church are:

TIMOTHY L NEPTUNE, President (P)
3385 BALTIC DR. NAPLES, FL 34119

ROGER FELIPE, Vice President (VP)
1244 SHENANDOAH CT. MARCO ISLAND, FL 34145

FERNANDO FACIOLI, Secretary (S)
15327 SUMMIT PLACE CIR. NAPLES, FL 34119

KAREN M NEPTUNE, Treasurer (T)
3385 BALTIC DR. NAPLES, FL 34119

**ARTICLE 10.
BYLAWS**

The bylaws of the Church are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE 11.
AMENDMENT**

The Church reserves the right to amend or repeal any provision contained in these Articles or any amendment to them.

ADOPTION OF AMENDMENT

The below undersigned officer of the Church, does hereby CERTIFY that the foregoing Amended and Restated Articles of Incorporation of Venture Church Naples, Inc. were adopted at a meeting of the Board of Directors on May 1, 2017, and that at said meeting, the Board of Directors entitled to vote, unanimously voted for the adoption of the Amended and Restated Articles of Incorporation of the Church.

Currently there are no members entitled to vote on these amended Articles.

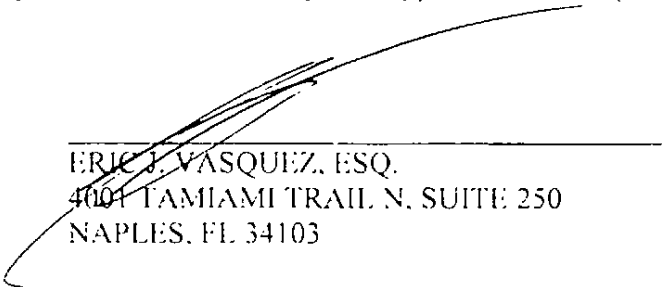
I submit these Articles and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in § 817.155, Florida Statutes.

Dated: May 1, 2017


TIMOTHY L. NEPTUNE, President and
Director

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the Church at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


ERIC J. VASQUEZ, ESQ.
4001 TAMiami TRAIL, N. SUITE 250
NAPLES, FL 34103