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CARIBBEAN MISSIONS SOCIETY, INC.**

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SECRETARY
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
CARIBBEAN MISSIONS SOCIETY, INC.**

The undersigned, Brian J. Santos, as Executive Director of CARIBBEAN MISSIONS SOCIETY, INC., a Florida not for profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is CARIBBEAN MISSIONS SOCIETY, INC. (Florida Document #N16000006998).

ARTICLE SECOND: The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the Board of Directors of the Corporation by unanimous vote at a meeting of the Board of Directors held on the 21st day of November, 2016, in accordance with section 617.1002 of the Florida Not-For-Profit Corporation Act. The Corporation currently has no Members.

ARTICLE THIRD: The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

ARTICLE FOURTH: Pursuant to the provisions of section 617.1007 of the Florida Not For Profit Corporation Act, the Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

ARTICLE I - NAME

The name of the corporation shall be: CARIBBEAN MISSIONS SOCIETY, INC., a Florida not for profit corporation (the "Corporation").

ARTICLE II - PURPOSES

This 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 of 1986, as amended.

Within the context of the purposes stated above, the specific purpose for which the Corporation is organized is to promote, encourage, foster and engage in the dissemination of religious and moral teaching and instruction for the support of public and worldwide worship in accordance with the teachings of Jesus Christ as found in the Bible. The Corporation shall pursue this purpose through all legitimate means, including, but not limited to, accepting financial donations from churches, organizations and individuals, and making distributions for

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the purposes of carrying out missionary work and establishing and supporting missionary Christian churches for the purpose of spreading the gospel of Jesus Christ in the Southeastern United States and in foreign nations in the Caribbean.

The Corporation shall exist as a mission society of Member churches, a cooperative undertaking by its Member churches for the purpose of spreading the Gospel of Jesus Christ throughout the world. The Corporation's activities shall include, but are not limited to, raising funds and identifying human resources to support domestic and foreign missions training and equipping missionaries, promoting unity and cooperation among affiliated churches, and providing for the general welfare of ministry staff of affiliated churches, all under the direction and supervision of the Corporation's Board of Directors.

In general, the Corporation shall do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not engage in subversive activities.

The Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. It is the specific intention of the Corporation's Board of Directors that the purposes and application of the Corporation be as broad as permitted by Section 617.0301 of the Florida Not For Profit Corporation Act, but only to the extent that the Corporation qualifies as a tax exempt organization within the meaning of Section 501(c)(3).

The Corporation shall not be operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

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No compensation shall be paid to any officer, Director, Member, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

The Members of the Corporation (and their level of membership) shall qualify and shall be selected in accordance with the provisions of the Bylaws of the Corporation. Members shall be entitled to vote only upon those matters referred to them by the Board of Directors as provided in the Corporation's Bylaws and shall have no right to vote on any other matters concerning the Corporation.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors and managed on a day-to-day basis by officers elected in accordance with the Bylaws of the Corporation. The offices, manner of their election and removal and term shall be set forth in the Bylaws of this Corporation.

ARTICLE VII - BOARD OF DIRECTORS

The number of persons constituting the current Board of Directors shall be three (3); provided, however, that the number of Directors may expand as provided in the Corporation's Bylaws, but shall never be less than three (3). The names and addresses of the persons who are to serve as Directors until the next election of Directors in accordance with the Bylaws of the Corporation are as follows:

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<u>Name</u>	<u>Address</u>
Brian J. Santos	2400 South Goldenrod Road Orlando, Florida 32822
Sean Barnes	2400 South Goldenrod Road Orlando, Florida 32822
Matthew Smith	2400 South Goldenrod Road Orlando, Florida 32822

The qualification, manner of election and removal, term and number of Directors shall be set forth in the Bylaws of this Corporation; provided, however, there shall never be less than three (3) Directors of the Corporation.

ARTICLE VIII - BYLAWS

The Bylaws of the Corporation shall be initially approved by a three-fourths (3/4ths) vote of the Board of Directors, and thereafter may be altered, amended or repealed by a three-fourths (3/4ths) affirmative vote of the Board, provided that seven (7) days advance notice of a vote on any proposed changes or amendments to the Bylaws, including a written copy of any proposed changes, is provided to the Board.

ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be altered, amended or repealed by a three-fourths (3/4ths) affirmative vote of the Board, provided that seven (7) days advance notice of a vote on any proposed changes or amendments to the Articles of Incorporation, including a written copy of any proposed changes, is provided to the Board.

ARTICLE X - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed by the Board of Directors in equal shares to the following religious organizations (or the remainder of them) qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder:

1. New York City Church of Christ, Inc.;
2. Orlando Church of Christ, Inc.;
3. The Columbia Church of Christ, Inc.; and
4. The Florida Missions Council, Inc.

Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

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ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be:

2400 South Goldenrod Road
Orlando, Florida 32822

The name of the registered agent of this Corporation shall be:

Brian J. Santos

**ARTICLE XII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS**

The principal office and/or mailing address of this Corporation shall be:

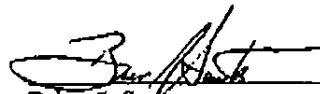
2400 South Goldenrod Road
Orlando, Florida 32822

IN WITNESS WHEREOF, the undersigned, as Executive Director of the Corporation,
has executed these Amended and Restated Articles of Incorporation of the Corporation, this
21 day of NOVEMBER, 2016.


Brian J. Santos, as its Executive Director

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Amended and Restated Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.


Brian J. Santos