

N16151

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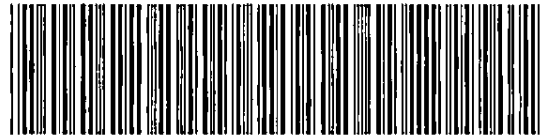
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OCT 18 2019
ALBRITTON

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 10/17/2019

****WALK IN****

ENTITY NAME PALMA CEIA BEL MAR MERGER CORP., INC. MERGING INTO
BEL-MAR PRESBYTERIAN CHURCH OF TAMPA, FLORIDA, INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

File 1st

XXXXXX

Plain Copy
Certified Copy
Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments
Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED 78.75 CHECK # 6732

Please call Tina at the above number for any issues or concerns. Thank you so much!

ARTICLES OF MERGER

2019 JAN 17 11:09:33

Believing it is the will of our Heavenly Father and His Son, Jesus Christ, as demonstrated through the working of the Holy Spirit, the following Articles of Merger are submitted in accordance with the Florida Not for Profit Corporation Act, Section 617.1105, Florida Statutes. The undersigned, being the Presidents and Secretaries of Palma Ceia Bel Mar Merger Corp., Inc. a Florida not for profit corporation, and Bel-Mar Presbyterian Church of Tampa, Florida Inc., a Florida not for profit corporation, hereby execute these Articles of Merger, which shall be filed in the Office of the Florida Department of State.

ARTICLE I

THE NAME AND JURISDICTION OF THE SURVIVING CORPORATION

Bel-Mar Presbyterian Church of Tampa, Florida, Inc., a Florida not for profit corporation ("BEL MAR") located in Tampa, Hillsborough County, Florida (Florida Document Number N16151).

ARTICLE II

THE NAME AND JURISDICTION OF THE MERGING CORPORATION

Palma Ceia Bel Mar Merger Corp., Inc., a Florida not for profit corporation ("PALMA CEIA"), located in Tampa, Hillsborough County, Florida (Florida Document Number N19000010759).

ARTICLE III

PLAN OF MERGER

A copy of the Plan of Merger is attached as Exhibit "A" and incorporated herein by this reference.

ARTICLE IV

ADOPTION OF MERGER BY THE MERGING CORPORATION

The Merger was adopted by PALMA CEIA PRESBYTERIAN CHURCH OF TAMPA, FLORIDA, INC., a Florida not for profit corporation and the parent corporation of PALMA CEIA, at a meeting of its members held on January 20, 2019. Proper notice of the congregational meeting was provided and a quorum was present. The number of votes cast in favor of the Merger was sufficient for approval. The vote for the Merger was 111 in favor and 108 opposed. PALMA CEIA has no members. The Merger and the Plan of Merger was adopted by PALMA CEIA'S Board of Directors on October 11, 2019. On the date of adoption of the Plan of Merger, PALMA CEIA'S Board of Directors consisted of three (3) members, each of whom voted in favor of adoption of the Plan of Merger.

**ARTICLE V
ADOPTION OF MERGER BY SURVIVING CORPORATION**

The Merger was adopted by BEL MAR at a meeting of its members held on October 6, 2019. Proper notice of the meeting was provided and a quorum was present. The number of votes cast in favor of the Merger was sufficient for approval. The vote for Merger was unanimous in favor and 0 opposed. The Plan of Merger was unanimously adopted and ratified by BEL MAR's session and Board of Directors on October 6, 2019.

**ARTICLE VI
EFFECTIVE DATE**

The Merger shall be effective on the date these Articles of Merger are filed with the Florida Department of State.

[signature page to follow]

IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned officers on October 11, 2019.

PALMA CEIA BEL MAR MERGER CORP., INC.
A Florida Not for Profit Corporation,

BY: [Signature]
Charles Britton, President

BY: [Signature] STERN
Robert G. Stern, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

ACKNOWLEDGEMENT

Charles Britton, on behalf of PALMA CEIA, acknowledged the foregoing instrument before me this 11th day of October, 2019. He is personally known to me or produced Florida Drivers license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County written above this 11th day of October, 2019.

MY COMMISSION EXPIRES:



NANCY J LUCAS
Commission # GG 155948
Expires December 9, 2021
Bonded Thru Budget Notary Services

[Signature]
Signature of Notary
NANCY J. LUCAS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

ACKNOWLEDGEMENT

Robert G. Stern, on behalf of PALMA CEIA, acknowledged the foregoing instrument before me this 10th day of October, 2019. He is personally known to me / or produced as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County written above this 10th day of October, 2019.

MY COMMISSION EXPIRES:



NANCY J LUCAS
Commission # GG 155948
Expires December 9, 2021
Bonded Thru Budget Notary Services

[Signature]
Signature of Notary
NANCY J. LUCAS

BEL-MAR PRESBYTERIAN CHURCH
OF TAMPA, FLORIDA, INC.
A Florida Not for Profit Corporation,

BY: *Paul Mosley*
Paul Mosley, President

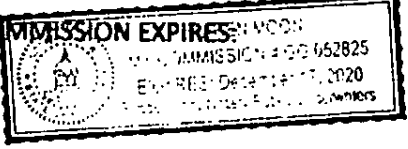
BY: *Ellen J. Craig*
Ellen Craig, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

ACKNOWLEDGEMENT

Paul Mosley, on behalf of BEL MAR, acknowledged the foregoing instrument before me this 15 day of October, 2019. He is personally known to me _____ or produced FL drivers license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County written above this 15 day of October, 2019.

MY COMMISSION EXPIRES: NOON


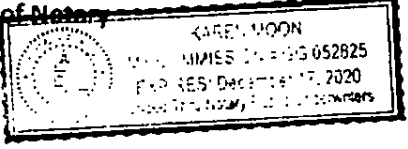
Karen Moon
Signature of Notary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

ACKNOWLEDGEMENT

Ellen Craig, on behalf of BEL MAR, acknowledged the foregoing instrument before me this 15 day of October, 2019. She is personally known to me _____ or produced FL drivers license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County written above this 15 day of October, 2019.

MY COMMISSION EXPIRES:
Signature of Notary *Karen Moon*


Karen Moon

Exhibit "A"

Plan of Merger

See Attached

**PLAN OF MERGER
BETWEEN
PALMA CEIA BEL MAR MERGER CORP., INC.
AND
BEL-MAR PRESBYTERIAN CHURCH
OF TAMPA, FLORIDA, INC.**

The following Plan of Merger is submitted in compliance with Section 617.1101, Florida Statutes between PALMA CEIA BEL MAR MERGER CORP., INC., a Florida not for profit corporation, and BEL-MAR PRESBYTERIAN CHURCH OF TAMPA, FLORIDA, INC., a Florida not for profit corporation.

**ARTICLE I
CONSTITUENT CORPORATIONS**

The names of the constituent corporations are PALMA CEIA BEL MAR MERGER CORP., INC., a Florida not for profit corporation ("PALMA CEIA"), and BEL-MAR PRESBYTERIAN CHURCH OF TAMPA, FLORIDA, INC., a Florida not for profit corporation ("BEL MAR").

**ARTICLE II
MERGER**

Pursuant to Section 617.1101-1107, Florida Statutes, PALMA CEIA shall be merged into BEL MAR (the "Merger").

**ARTICLE III
SURVIVING CORPORATION**

BEL MAR shall be the Surviving Corporation of the Merger.

**ARTICLE IV
ARTICLES OF INCORPORATION and BYLAWS OF SURVIVING CORPORATION**

Immediately upon the effective date of the Merger, the Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation attached to this Plan of Merger as Exhibit A; and the Bylaws of the Surviving Corporation shall be the Amended and Restated Bylaws attached to this Plan of Merger as Exhibit B.

**ARTICLE V
DIRECTORS AND OFFICERS**

The following shall be the officers and directors of the Surviving Corporation immediately upon the effective date of the Merger:

Officers

Charles Britton – President
Robert G. Stern – Secretary

Directors

Charles Britton
Robert G. Stern
Burk Clark
Rick McClintock

**ARTICLE VI
MEMBERS**

The persons who were members of BEL MAR at the time of the Merger shall become members of PALMA CEIA PRESBYTERIAN CHURCH OF TAMPA, FLORIDA, INC., the parent corporation of PALMA CEIA, after the Merger without further action. They shall possess all the rights and duties of members of PALMA CEIA PRESBYTERIAN CHURCH OF TAMPA, FLORIDA, INC. provided by its Articles of Reincorporation and Amended and Restated By-Laws. The Surviving Corporation shall have no members.

**ARTICLE VII
ASSETS AND LIABILITIES**

On the effective date of the Merger, the separate legal existence of PALMA CEIA shall cease. Without further action, immediately following the Merger, all PALMA CEIA's assets, if any, shall be fully vested in the Surviving Corporation.

After the Merger, the Surviving Corporation shall be responsible for PALMA CEIA'S liabilities and obligations, if any.

**ARTICLE VIII
APPROVAL**

This Plan of Merger was approved by the constituent corporations in the manner stated in Articles IV and V of the Articles of Merger to which this Plan of Merger is attached and incorporated.

**ARTICLE IX
EFFECTIVE DATE**

The Merger shall be effective when the Articles of Merger are filed with the Florida Department of State.

**ARTICLE X
ABANDONMENT**

Notwithstanding anything to the contrary herein, this Plan of Merger may be terminated and abandoned by the PALMA CEIA Board of Directors or by the BEL MAR governing body at any time before the Articles of Merger are filed.

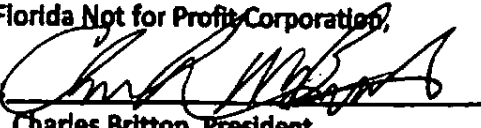
This Plan is executed on behalf of the parties by their respective officers on the date below.

[signature page to follow]

EXECUTED on behalf of the respective membership by their officers pursuant to the business meeting called for the purpose of merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on October 11, 2019.

PALMA CEIA BEL MAR MERGER CORP., INC.
A Florida Not for Profit Corporation,

BY: 
Charles Britton, President

BY: 
Robert G. Stern, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

ACKNOWLEDGEMENT

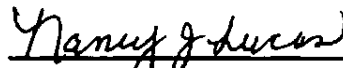
Charles Britton, on behalf of the Corporation, acknowledged the foregoing instrument before me this 11th day of October, 2019. He is personally known to me _____ or produced Florida Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County written above this 11th day of October, 2019.

MY COMMISSION EXPIRES:



NANCY J LUCAS
Commission # GG 188048
Expires December 8, 2021
Bonded Thru Budget Notary Services


Signature of Notary
NANCY J. LUCAS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

ACKNOWLEDGEMENT

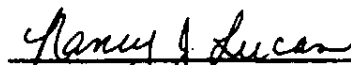
Robert G. Stern, on behalf of the Corporation, acknowledged the foregoing instrument before me this 10th day of October, 2019. He is personally known to me or produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County written above this 10th day of October, 2019.

MY COMMISSION EXPIRES:
Signature of Notary



NANCY J LUCAS
Commission # GG 155048
Expires December 8, 2021
Bonded Thru Budget Notary Services


NANCY J. LUCAS

BEL- MAR PRESBYTERIAN CHURCH OF TAMPA, FLORIDA, INC.
A Florida Not for Profit Corporation,

BY: *Paul Mosley*
Paul Mosley, President

BY: *Ellen Craig*
Ellen Craig, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

ACKNOWLEDGEMENT

Paul Mosley, on behalf of the Corporation, acknowledged the foregoing instrument before me this 15 day of October, 2019. He is personally known to me _____ or produced FL Drivers license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County written above this 15 day of October, 2019.

MY COMMISSION EXPIRES:



Karen Moon
Signature of Notary

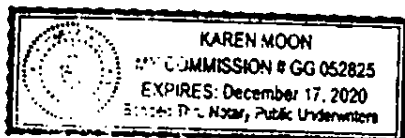
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

ACKNOWLEDGEMENT

Ellen Craig, on behalf of the Corporation, acknowledged the foregoing instrument before me this 15 day of October, 2019. She is personally known to me _____ or produced FL drivers license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County written above this 15 day of October, 2019.

MY COMMISSION EXPIRES:
Signature of Notary



Karen Moon

Exhibit A

Amended and Restated Articles of Incorporation

See Attached

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

BEL-MAR PRESBYTERIAN CHURCH OF TAMPA, FLORIDA, INC.

The Board of Directors of BEL-MAR PRESBYTERIAN CHURCH OF TAMPA, FLORIDA, INC., intending to amend and restate the Articles of Incorporation in accordance with Chapter 617, Florida Statutes, adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I. - Name

The name of this corporation is **BEL-MAR PRESBYTERIAN CHURCH OF TAMPA, FLORIDA, INC.**

ARTICLE II. - Initial Principal Office

The initial principal office of this corporation shall be:

3501 San Jose Street
Tampa, Florida 33629

ARTICLE III. - Purposes

The purpose of the corporation is to operate exclusively to promote the charitable, religious, and Christian educational purposes of Palma Ceia Presbyterian Church of Tampa, Florida, Inc., a Florida not for profit corporation, (the "Church") at the direction of the Session of the Church and to operate exclusively for such purposes as will meet the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or similar provision of any subsequent federal tax law ("Code"). Without limiting the generality of the foregoing, the corporation may acquire and hold title to property, collect the income therefrom and remit the entire amount thereof, less expenses, to the Church, or at the direction of the Church, to an organization exempt from federal tax under Section 501(a) of the Code. To the extent consistent with the foregoing, the corporation may acquire, hold, maintain, improve, lease, finance, refinance, mortgage, sell, exchange, or otherwise dispose of all or part of its property, and may otherwise exercise any and all other powers available to corporations organized pursuant to Chapter 617 of the Florida Statutes, and do all things necessary or desirable in connection therewith.

ARTICLE IV. - Limitation of Corporate Powers

The powers of this corporation shall be as provided in Chapter 617, Florida Statutes, except as limited as follows:

A. The corporation is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purpose, the making of distributions to organizations that

qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding of any future United States Internal Revenue Law)

B. No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered (i) to pay reasonable compensation and reimbursement for services rendered and expenses incurred in carrying out the purposes of the corporation, and (ii) to make payments and distributions in furtherance of the purposes set forth above. Directors shall not be compensated for their services as Directors, but may be compensated for expenses incurred in carrying out their duties. 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 publishing or distribution of statements), any political campaign on behalf of 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 (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Law or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law)

C. Upon dissolution of the corporation, all of the corporation's assets and property of every nature and description, remaining after the payment or making provision for the payment of all liabilities and obligations of the corporation (but not including assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution), shall be distributed to Palma Ceia Presbyterian Church of Tampa, Florida, Inc., if it is then an exempt organization described in Section 501(c)(3) and Section 170(c)(2)(B) of the Code, or to one or more organizations as directed by the Church, which themselves are exempt under such sections of the Code, or corresponding sections of any prior or future law. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

ARTICLE V. - No Members

The corporation shall have no members.

ARTICLE VI. - Term of Existence

The term for which this corporation shall exist shall be perpetual.

ARTICLE VII. - Registered Agent and Registered Office

The street address of the registered office of the corporation and the name of the registered agent at that address are:

John T. DeBevoise
3501 San Jose Street
Tampa, Florida 33629

ARTICLE VIII. – Directors and Officers

The affairs of the corporation shall be managed by a Board of Directors who shall be elected as provided in the by-laws, and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the by-laws of the corporation. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be as provided in the by-laws.

The number of directors Trustees and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of the corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the directors may be held within or without the State of Florida.

[signature page to follow]

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ____ day of October, 2019.


Charles Britton, President

Having been named as registered agent and to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


John T. DeBevoise, Registered Agent

Date: October ____, 2019

Exhibit B

Bylaws

See Attached

**AMENDED AND RESTATED
BYLAWS
OF
BEL-MAR PRESBYTERIAN CHURCH OF TAMPA, FLORIDA, INC.**

ARTICLE I. OFFICES OF CORPORATION

Section 1. Principal and Other Business Offices. The principal office of the corporation shall be located at 3501 San Jose Street, Tampa, Florida 33629.

Section 2. Registered Office. The registered office of the corporation shall be located at 3501 San Jose Street, Tampa, Florida 33629. The Board of Directors by resolution may change from time to time the address of the registered office of the corporation.

ARTICLE II. MEMBERS

The corporation shall have no members.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Function. Subject to any limitations set forth in the Articles of Incorporation, the affairs and business of the corporation will be managed under the direction of, and its corporate powers exercised by, or under the authority of, the Board of Directors.

Section 2. Number. Unless otherwise provided in the Articles of Incorporation, the corporation will have not fewer than three (3) directors initially. The number of directors may be increased or decreased from time to time by an amendment to these Bylaws by resolution adopted by the Board of Directors at any regular or special meeting of the Board of Directors, but no decrease will have the effect of shortening the term of an incumbent director. The corporation shall never have fewer than three (3) directors.

Section 3. Qualification. Each director must be a natural person who is 18 years or older and, other than the pastor, be a member of Palma Ceia Presbyterian Church of Tampa, Florida, Inc.

Section 4. Election and Term. Directors of the corporation shall be elected by the Session of Palma Ceia Presbyterian Church of Tampa, Florida, Inc. Each person elected to the initial Board of Directors will hold office until the next annual meeting after adoption of these Bylaws. In any event, a director will hold office until the director's successor has been selected and qualified or until the director's death, resignation, or removal from office. One director shall be the pastor of Palma Ceia Presbyterian Church of Tampa, Florida, Inc., or the designee of the pastor. The remaining directors shall serve terms of three (3) years, with their terms staggered in order to provide continuity of management of the corporation's affairs. Each director will hold office for the term for which the director is elected and until the director's successor has been elected and qualified or until the director's death, resignation, or removal from office.

Section 5. Vacancies. Whenever a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors, the Session of Palma Ceia Presbyterian Church of Tampa, Florida, Inc. shall select a director nominated by the pastor of Palma Ceia Presbyterian Church of Tampa, Florida, Inc. to fill the vacancy. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs but the new director cannot take office until the vacancy occurs. A director elected to fill a vacancy will hold office until the next election of directors if the director's successor is elected at the meeting and qualified or until the director's death, resignation, or removal from office.

Section 6. Removal of Directors. The Board of Directors of the corporation or the Session of Palma Ceia Presbyterian Church of Tampa, Florida, Inc. may remove one or more directors at a meeting of the Board of Directors or the Session, as the case may be, provided the notice of the meeting states that the purpose, or one of the purposes, of the meeting is the removal of one or more directors.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors will be held no later than the last day of February each year at a time and place provided by call of the President. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings and their frequency without notice other than that resolution.

Section 8. Special Meetings. The President may, and at the request of not less than 2 directors shall, call or direct the Secretary to issue a call for a special meeting of the Board of Directors on a date and at a time and place designated by the person issuing the call.

Section 9. Notice of Special Meetings. A written notice stating the date, time, and place of the special meeting of directors and the purpose or purposes for which the special meeting of directors is called shall be delivered to each director not less than two days before the date set for the meeting. By or at the direction of the President, the Secretary shall provide oral notice or written notice of the meeting of directors (a) personally, (b) by teletype, telegraph, or other form of electronic communication, or (c) by first class, postage prepaid, United States mail.

If oral notice or notice is delivered to the director personally, the notice will be effective upon its receipt by the director. If notice is mailed, the written notice will be effective on the fifth day after its deposit in the United States mail, with its postage prepaid and addressed to the director's address appearing on the books of the corporation. If sent by teletype, telegraph, or other form of electronic communication, the written notice will be effective upon its receipt by the director.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any adjourned meeting will be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

Section 10. Waivers of Notice and Presumption of Assent. A director of the corporation may waive any notice required by law or under these Bylaws or the Articles of Incorporation before or after the date and time stated in the notice, if any, by delivering to the Secretary a written waiver signed by the director entitled to that notice. The Secretary shall file the written waiver with the minutes of the meeting of the Board of Directors to which the director waived notice. Attendance of a director at a meeting constitutes a waiver of notice of that meeting and a waiver of all objections to the time and place of the meeting, and the manner in which the meeting was called or convened, except when the director attends the meeting solely to object, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be specified in the notice or waiver of notice of that meeting.

A director of the corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting (or promptly upon his or her arrival) to holding it or transacting specified business at the meeting; or (b) he or she votes against or abstains from the action taken. The secretary of the meeting shall record each abstention in the minutes of the meeting.

Section 11. Quorum and Voting. A quorum of the Board of Directors consists of a majority of the number of directors prescribed by these Bylaws or the Articles of Incorporation. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present constitutes the act of the Board of Directors unless these Bylaws require the vote of a greater number of directors.

Section 12. Method of Meeting. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by the foregoing means constitutes presence in person at the meeting.

Section 13. Action Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action that is permitted to be taken at a meeting of the Board of Directors or a committee of the Board of Directors, can be taken without a meeting if a written consent, setting forth the action to be taken and signed by all the directors or the members of the committee of the Board of Directors, is filed in the minutes of the proceedings of the Board of Directors or the committee of the Board of Directors before the action is taken. All directors need not sign the same document. A unanimous, written consent has the same effect as a unanimous vote.

Section 14. Duties of Directors. A director shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board of Directors upon which he or she serves, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a similar position would use under similar circumstances.

In performing his or her duties, a director may rely on reports, opinions, information, or statements, including financial statements and other financial data, prepared or presented by the following:

- (a) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) legal counsel, public accountants, investment advisors, or other persons as to matters that the director reasonably believes to be within that person's professional or expert competence; or
- (c) a committee of the Board of Directors upon which he or she does not serve and which he or she reasonably believes to merit confidence, as to matters within the authority designated to the committee by these Bylaws or the Articles of Incorporation.

A director will not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause the reliance described above to be unwarranted.

In discharging his or her duties, a director may consider such factors as the director deems relevant, including the long-term prospects and interests of the corporation, and the social, economic, legal, or other effects of any action on the corporation, the communities and society in which the corporation operates, and the economy of the state and the nation.

A person who performs his or her duties in compliance with this section of these Bylaws will have no liability because of his or her being or having been a director of the corporation.

Section 15. Liability of Directors. A director is not personally liable for monetary damages to the corporation or to any other person for any vote, decision, statement, or failure to act, regarding corporate policy or management, by a director, unless:

- (a) the director breached or failed to perform his or her duties as a director; and
- (b) the director's breach of, or failure to perform, those duties constitutes:
 - 1 a violation of criminal law, unless the director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful.
 - 2 a transaction from which the director derived an Improper personal benefit, either directly or indirectly;

3 a circumstance under which the director is liable for an unlawful distribution;

4 in a proceeding by, or in the right of, the corporation to procure a judgment in its favor, willful misconduct or conscious disregard for the best interest of the corporation; or

5 in a proceeding by, or in the right of, someone other than the corporation, recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

The term "recklessness" means the action, or omission to act, in conscious disregard of a risk (a) known, or so obvious that it should have been known, to the director; and (b) known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from the action or omission to act.

A director is deemed not to have derived an improper personal benefit from any transaction if the transaction and nature of any personal benefit derived by the director are not prohibited by state or federal law or regulation and, without further limitation: (a) the transaction and the nature of any personal benefits derived by a director are disclosed or known to all directors voting on the matter, and the transaction was authorized, approved, or ratified by at least two directors voting on the matter, and the transaction was authorized, approved, or ratified by at least two directors who comprise a majority of the disinterested directors (whether or not such disinterested directors constitute a quorum); or (b) the transaction was fair and reasonable to the corporation at the time it was authorized by the Board of Directors or a committee of the Board of Directors, notwithstanding that a director received a personal benefit.

The circumstances set forth above are not exclusive and do not preclude the existence of other circumstances under which a director will be deemed not to have derived an improper benefit.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which approves, authorizes, or ratifies such a transaction.

Section 16. Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in these Bylaws, the resolution, or the Articles of Incorporation, will have and may exercise all the authority of the Board of Directors, except that no committee has authority to:

- (a) fill vacancies on the Board of Directors or any committee of the Board of Directors;
- (b) adopt, amend, or repeal these Bylaws;

Each committee must have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors by resolution may designate one or more directors as alternate members of any committee who may act in the place and stead of any absent member or members at any meeting of the committee.

Neither the designation of any committee, the delegation of authority to the committee, nor action by the committee pursuant to the authority delegated by the Board of Directors alone shall constitute compliance by any member of the Board of Directors not a member of the committee in question with his or her responsibility to act in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 17. Director Conflicts of Interest. No contract or other transaction between the corporation and one or more of its directors or any other firm, corporation, association, or other entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of that interest or relationship, because the director or directors are present at the meeting of the Board of Directors or a committee of the Board of Directors that ratifies, approves, or authorizes the contract or transaction, or because the director's vote or the directors' votes are counted for that purpose, if:

(a) the existence of the interest or relationship is disclosed or known to the Board of Directors or the committee of the Board of Directors that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested directors;

(b) the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors or a committee of the Board of Directors.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee of the Board of Directors that authorizes, approves, or ratifies the contract or transaction.

Section 18. Liability for Unlawful Distributions. A director who votes for, or assents to, an unlawful distribution is personally liable to the corporation for the amount of the distribution that exceeds what could have been distributed without violating the law or the articles of incorporation if it is established that the director did not perform his or her duties in compliance with these Bylaws.

Section 19. Compensation. The Board of Directors shall serve without compensation. The reasonable out-of-pocket expenses incurred by directors or officers in connection with the affairs of the corporation may be reimbursed.

Section 20. Express Authority. The Board of Directors may, by resolution, employ persons, including attorneys, auditors, investment advisors, money managers, or other agents, to advise or assist in the performance of the corporation's duties and activities; may open such bank, brokerage, investment, or other accounts or relationships in connection therewith as the Board of Directors shall determine to be appropriate; and may agree to pay such compensation for such services, accounts, or relationships as the Board of Directors shall determine to be appropriate.

This recital of express authority is not intended and shall not be deemed to limit the general grant of power given by the Articles of Incorporation and by Chapter 617, FLORIDA STATUTES, as to the authority of the Board of Directors to manage and conduct the affairs of the corporation in these or other respects.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Secretary, and a Treasurer. The Board of Directors will appoint the foregoing officers at the organizational meeting of the Board of Directors and, after that, at the annual meeting of the Board of Directors. The Board of Directors may also elect a Chairman of the Board and one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, and from time to time may appoint other agents, officers, and assistant officers who will have the authority and perform the duties prescribed by resolution of the Board of Directors. Each officer will hold office until the officer's successor is appointed or until the officer's death, resignation, or removal from office. One person may hold any two or more offices. The failure to elect a President, Secretary, or Treasurer will not affect the existence of the corporation.

Section 2. President. The President is the chief executive officer of the corporation. Subject to the directions of the Board of Directors, the President has general and active management of the business and affairs of the corporation, may sign bonds, deeds, notes, mortgages, contracts, and other instruments for the corporation, and shall preside at all meetings of the Board of Directors.

Section 3. Vice Presidents. The Vice President has the powers and shall perform the duties that the Board of Directors or the President prescribes. Unless the Board of Directors otherwise provides, if the President is absent or unable to act, the Vice President shall perform all the duties and may exercise all the powers of the President. Unless the Board of Directors otherwise provides, any Vice President may sign bonds, deeds, notes, mortgages, contracts, and other instruments for the corporation.

Section 4. Secretary. The Secretary shall (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose, (b) ensure that all notices are duly given according to the relevant provisions of these Bylaws or as required by law, (c) maintain custody of the corporate seal and records, attest the signatures of officers who execute documents on behalf of the corporation, and affix the corporate seal to all documents that are executed on behalf of the corporation under its seal, and (d) in general, perform all duties incident to the office of Secretary and such other duties as the President or the Board of Directors from time to time prescribes.

Section 5. Treasurer. The Treasurer shall (a) have charge and custody of, and be responsible for, all funds and securities of the corporation, (b) receive and give receipts for all monies due and payable to the corporation and deposit all monies in the name of the corporation in the banks, trust companies, or other depositories selected by the Board of Directors, and (c) in general perform all the duties incident to the office of Treasurer and such other duties as the President or the Board of Directors from time to time prescribes. If required by the Board of

Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such sureties as the Board of Directors determines by resolution.

Section 6. Removal of Officers. An officer appointed by the Board of Directors can be removed by it, with or without cause, whenever in its judgment the removal would serve the best interests of the corporation. The mere appointment of a person as an agent, officer, or employee of the corporation does not create any contract right. The Board of Directors may fill a vacancy in any office.

Section 7. Resignation of Officers. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, its Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 8. Salaries. The officers shall serve without compensation. The reasonable out-of-pocket expenses incurred by officers in connection with the affairs of the corporation may be reimbursed.

ARTICLE V. INDEMNIFICATION

The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was an agent, officer, employee, or director of the corporation or is or was serving at the request as an agent, officer, employee, or director of another trust, corporation, partnership, joint venture, or other enterprise against liability incurred in connection with the proceeding, including any appeal from the proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by order, judgment, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was an agent, officer, employee, or director of another trust, corporation, partnership, joint venture, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of the proceeding, including any appeal from the proceeding. The indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this article in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon

application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that such court deems proper.

The foregoing right of indemnification or reimbursement is not exclusive of other rights to which the person or his or her heirs or personal representative might be entitled. The corporation, upon the affirmative vote of a majority of its Board of Directors, may purchase insurance for the purpose of indemnifying these persons. The insurance can be for the benefit of all directors, officers, or employees.

ARTICLE VI. BOOKS, RECORDS, AND REPORTS

Section 1. Record of Corporate Actions. The Secretary of the corporation shall keep a permanent record of all (a) minutes of all meetings of the Board of Directors, (b) actions taken by the Board of Directors without a meeting, and (c) actions taken by a committee of the Board of Directors on behalf of the corporation.

Section 2. Corporate Accounting Records. The Treasurer shall maintain true, accurate, and complete accounting records.

Section 3. Specific Corporate Records. The Secretary shall keep a copy of the following records:

- (a) The Articles of Incorporation and all amendments;
- (b) These Bylaws and all amendments;
- (c) A list of the names and business street addresses of the corporation's current officers and directors; and
- (d) A copy of its most recent annual report delivered to the Florida Department of State.

Section 4. Form. The corporation's books, records, and minutes can be written or kept in any other form capable of being converted into writing within a reasonable time.

Section 5. Financial Reports. Unless modified by resolution of the Board of Directors, within 60 days after the close of each fiscal year the corporation shall cause annual financial statements appropriate to the affairs and operations of the corporation to be prepared. Any report issued by a public accountant with respect to the annual financial statements must accompany the annual financial statements. If no report was issued, the annual financial statements must be accompanied by a statement of the President or the person responsible for the corporation's accounting records:

- (a) stating his or her reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and

(b) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

Section 6. Other Reports. The Board of Directors shall report semiannually to the Session of Palma Ceia Presbyterian Church of Tampa, Florida, Inc. or more frequently as the Session may request. The form and content of the reports to the Session may differ in details and specificity, but shall fairly reflect the affairs and operations. One of the semiannual reports to the Session shall include the annual financial statements required by Section 5 above.

ARTICLE VII. FISCAL YEAR

The fiscal year of the corporation shall be for the period ending December 31 each year.

ARTICLE VIII. CORPORATE SEAL

The corporate seal will have the name of the corporation, the word "seal", and the words "Corporation Not For Profit" inscribed on it, and may be a facsimile, engraved, printed, or impression seal.

ARTICLE IX. AMENDMENT OF BYLAWS

Section 1. Amendment of Bylaws by Board of Directors. The Board of Directors may amend or repeal these Bylaws in the manner provided herein, in the Articles of Incorporation, and by law.

Section 2. Bylaw Provisions Increasing Quorum or Voting Requirements for Directors. Any action by the Board of Directors to adopt or amend a Bylaw provision that changes the quorum or voting requirement for the Board of Directors must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

ADOPTED: October __, 2019



Robert G. Stern, , Secretary