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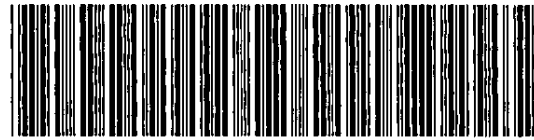
(Business Entity Name)

(Document Number)

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

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FILED  
17 MAY 30 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

MAY 30 2017

S. PRATHER

# Whitaker Law, P.A.

700 N. Wickham Road, Suite 205  
Harbor Pines Office Building  
Melbourne FL 32935

**Phone: (321) 254-3399**

E mail: [hpw@whitakerlaw.com](mailto:hpw@whitakerlaw.com)

Website: [www.whitakerlaw.com](http://www.whitakerlaw.com)

Via Certified Mail/Return Receipt Requested

May 24, 2017

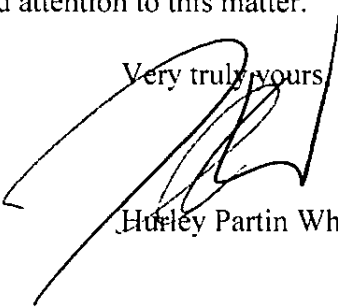
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Amended Articles of Incorporation  
Esther Theological Seminary of Malabar, Inc.  
A Florida Non-Profit Corporation

Enclosed please find Amended Articles of Incorporation for the above Non-Profit Corporation. Also enclosed is my client's check in the amount of \$43.75 representing the filing fee and fee for Certificate of Filing. Please provide the Certificate of Filing at your earliest convenience.

Thank you for your time and attention to this matter.

Very truly yours,



Hurley Partin Whitaker

HPW/dcm  
Enclosures

**Hurley Partin Whitaker, Esquire**  
**H. Partin Whitaker II, Esquire**

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*Sylvia Pardo Whitaker, Paralegal*

AMENDED  
ARTICLES OF INCORPORATION  
OF  
ESTHER THEOLOGICAL SEMINARY OF MALABAR, INC.

A Florida Non-Profit Corporation

The undersigned, desiring to file Amended Articles of Incorporation to amend a corporation not for profit, pursuant to the Laws of the State of Florida, as contained in Chapter 617 of Florida Statutes, hereby certify as follows:

ARTICLE I

Corporate Name

The name of this corporation shall be ESTHER THEOLOGICAL SEMINARY OF MALABAR, INC.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for educational and charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

This corporation shall exist perpetually, unless dissolved under provisions of its constitution, By-Laws or the Florida Statutes.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV

##### General and Specific Purposes

The specific and primary purposes for which this corporation is formed is a religious school, to teach biblical doctrine, and increase the knowledge and understanding of old and new testament, specially the Christian faith, and to enhance people's faith.

The general purposes for which this corporation is formed is to operate exclusively for such purposes not for pecuniary gain, including such purposes as will qualify it as an exempt organization under Sec. 501(c)(3) of the Internal Revenue Code, 1954, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE V

##### Management of Corporate Affairs

(a) Board of Directors

- (1) Powers: The powers of this corporation shall be exercised, its property controlled, and its affairs managed by the Board of Directors, also known as the Apprenticeship and Training Committee Board Members.
- (2) Number: The number of Directors of the corporation shall be six (6); provided however, that such number may be changed by a By-Law duly adopted by the members in accordance with the regulations promulgated pursuant to Fla. Stat. Chapter 446.
- (3) Election: Two members of the Board of Directors shall be elected annually by the members for terms of four (4) years, or as otherwise provided for in the By-Laws of the corporation.

- (4) Term of Office: Directors elected at the first annual meeting of members shall serve terms from one to four years under the scheduled listed in the By-Laws. Thereafter, two Directors shall be elected each year to serve a four year term. Such terms shall expire following the election of Directors and until the qualification of the successors in office.
- (5) Action Without Meeting: Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to actions so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this corporation authorized the Directors to so act. Such a statement shall be prima facia evidence of such authority.
- (6) Members: The name and addresses of such members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
BISHOP DR. PAULINE BORLAND	1690 Marie Street Malabar, FL 32905
MONIQUE BORLAND	3719 Ramsey Circle SW Atlanta, GA 30331

TESFA BORLAND

6345 Springcrest Lane  
Henrico, VA 23231

DR. LUCILLE RICHARDSON

48B Farmsworth Drive  
Palm Coast, FL 32137

ALICE ROLLINGS

2535 Valkaria Road  
Malabar, FL 32950

BRENDA HERBERT

1612 Pinewood Drive  
Palm Bay, FL 32905

(b) Corporate Officers

The Board of Directors shall elect the following officers: President, Secretary and Treasurer, and such other officers and agents as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME</u>	<u>ADDRESS</u>
President:	
BISHOP DR. PAULINE BORLAND	1690 Marie Street Malabar, FL 32905
Vice President:	
MONIQUE BORLAND	3719 Ramsey Circle SW Atlanta, GA 30331
Secretary:	
ALICE ROLLINGS	2535 Valkaria Road Malabar, FL 32950
Treasurer:	
BRENDA HERBERT	1612 Pinewood Drive Palm Bay, FL 32905

## ARTICLE VI

### Earning & Activities of Corporation

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons, except that the corporation 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 Article IV hereof.
- (b) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.
- (c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Sec. 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law) or (b) by a corporation whose contributions are deductible under Sec. 170(c)(2) of the Internal Revenue Code of 1954 (or the or the corresponding provision of any further United States Internal Revenue Law).
- (d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

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## ARTICLE VII

### Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the or the corresponding provision of any further United States Internal Revenue Law), as the Board of Directors shall determine. Any 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 VIII

### Rights and Obligations of Officers and Directors

The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Officers and Directors of this corporation shall not be personally liability for the debts, liabilities, or obligations of the corporation.

## ARTICLE IX

### Amendment to By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the



Corporation Not for Profit Law of Florida, concerning corporate action that much be authorized or approved by the Board, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following procedures set forth therefor in the By-Laws.

#### ARTICLE X

##### Amendment of Articles

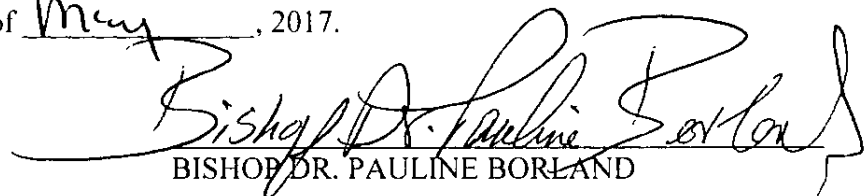
Amendments of Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors. Amendments may be adopted by the vote of two-thirds (2/3) of the Board of Directors.

#### ARTICLE XI

##### Registered Agent and Office


The initial registered office of this Corporation shall be the Law Office of Whitaker Law, P.A., 700 North Wickham Road, Suite 205, Melbourne, Florida 32935, and the initial registered agent at that address shall be HURLEY PARTIN WHITAKER.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this non-profit educational and charitable corporation under the laws of Florida, have executed this Articles of Incorporation, this 23 day of May, 2017.

  
BISHOP DR. PAULINE BORLAND

FILED  
MAY 30 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Alice Rollings*  
ALICE ROLLINGS

  
BRENDA HERBERT

\_\_\_\_\_, 2017.

*[Signature]*

NOTARY PUBLIC

NOTARY PUBLIC

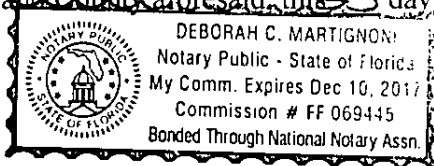
My Commission Expires: May 7 2019.



STATE OF FLORIDA  
COUNTY OF BREVARD

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared ALICE ROLLINGS, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 23 day of May, 2017.



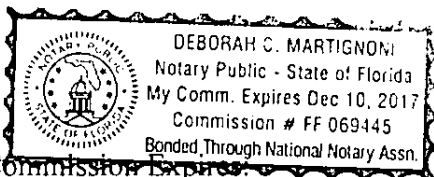
*Deborah C. Martignon*  
NOTARY PUBLIC

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF BREVARD

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared BRENDA HERBERT, known to me and by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 23 day of May, 2017.



*Deborah C. Martignon*  
NOTARY PUBLIC

My Commission Expires:

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

FIRST, that ESTHER THEOLOGICAL SEMINARY OF MALABAR, INC., a Non-Profit organization, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named HURLEY PARTIN WHITAKER, located at 700 North Wickham Road, Suite 205, Melbourne, Florida 32935, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designed in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
HURLEY PARTIN WHITAKER

FILED  
17 MAY 30 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA