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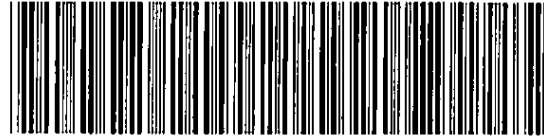
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17 DEC 20 PM 4:21
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JANUARY 17 DEC 20 PM 3:51

URGENT

COVER LETTER

TO: Amendment Section
Division of Corporations

(4655)

NAME OF CORPORATION: CELEBRATION CARE MINISTRIES, INC.

DOCUMENT NUMBER: N17000004467

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

Please return all correspondence concerning this matter to the following:

'Process Server'

(Name of Contact Person)

AccurateService

(Firm/ Company)

400 Capital circle SE - Suite 18291

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

lstewart@celebration.org

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

For further information concerning this matter, please call:

Jonathan T. McCants

404

264-9400

at

(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:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
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

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
CELEBRATION CARE MINISTRIES, INC.

(A FLORIDA NOT FOR PROFIT CORPORATION)

These Amended and Restated Articles of Incorporation of Celebration Care Ministries, Inc. (the "Articles"), which require the affirmative vote of a majority of the current directors in order to be adopted by the corporation, were consented to by the corporation's sole member (at the time of adoption) and adopted and authorized at a duly noticed meeting at which a sufficient number of votes were cast approving the restatement on and as of the date, November 15, 2017, thereby amending and superseding entirely the original Articles of Incorporation, and any amendments thereto: all pursuant to the Florida Not For Profit Corporation Act, as amended.

ARTICLE I. NAME

The name of the corporation is:

CELEBRATION CARE MINISTRIES, INC.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended. The corporation recognizes the sovereignty of God and the Lordship of Jesus Christ in all things. The corporation shall be governed according to the Holy Bible, and according to the religious beliefs of the corporation. The corporation recognizes God's ordination of the civil authority and the legitimate laws in support thereof. The corporation shall uphold the laws of the civil authority provided said laws are not in conflict with the Holy Scriptures or with the religious doctrines of the corporation as it shall determine, in accordance with its governing documents.

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JULIA ADAMS, CLERK
TALLAHASSEE, FLORIDA

ARTICLE III. PURPOSES

The corporation is organized exclusively for religious, religious charitable, and religious educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law, referred to herein as the "Code"), more specifically serving the needs and interests of, performing certain functions of, and otherwise carrying out the purposes of and advancing and perpetuating the ministry and missions of Celebration Church of Jacksonville, Inc. (the "Church"), a bona fide church described in Section 170(b)(1)(A)(i) of the Code, including without limitation making distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Code. Subject to the foregoing, the corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended.

ARTICLE IV. DURATION

The corporation shall have perpetual duration.

ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 III hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying and Political Campaigning Restrictions. To the extent prohibited by applicable law, but subject to the protections of the First Amendment of the U.S. Constitution and other laws guaranteeing free exercise of religion and freedom of speech, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (within the meaning of Section 501(c)(3) of the Internal Revenue Code), nor shall this corporation 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 the foregoing, if permitted by law, the corporation may make the election provided in Section 501(h) of the Internal Revenue Code.

Section 3. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

Section 4. Integrated Auxiliary Status. (a) To the extent that (i) more than 50% of the corporation's total support comes from sources other than the Church or its congregation members and (ii) the corporation is required to meet the internal support test established in Treasury Regulations Section 1.6033-2(h)(4), then the corporation shall not offer admissions, goods, services or facilities for sale, other than on an incidental basis, to the general public (except those sold at a nominal charge or for an insubstantial portion of cost). (b) The corporation shall report at least annually, regarding its financial and general operations, to CCJI MINISTRY, LLC ("CCJI"), a Delaware not for profit limited liability company organized and operated as a ministry arm of the Church (CCJI being disregarded for tax purposes).

ARTICLE VI. DIRECTORS

Section 1. Number. The board of directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the bylaws of the corporation as amended from time to time.

Section 2. Powers. The board of directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the bylaws and corporate governing documents other than the Articles of Incorporation by a majority vote (except where a greater vote or the consent of CCJI is expressly required), in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 3. Term and Election. (a) The term of each member of the board of directors shall be as established in the bylaws. (b) At all times, the maximum number of directors that constitute less than 50% of the board of directors (the largest minority possible) shall be appointed by CCJI, with such rights and powers as are expressly stated herein and in the bylaws. (c) The remaining directors (a bare majority) shall be elected by a majority vote of the full board of directors. (d) Notwithstanding any other provision herein to the contrary, no right or privilege of CCJI provided herein or in the bylaws may be materially reduced or eliminated without its express written consent.

Section 4. Amendment. Except where a greater vote is expressly required hereunder, the board of directors shall have the power to amend these Articles of Incorporation, by a majority vote of the directors then in office, in any way not

inconsistent with the laws of the State of Florida or of the United States, provided that CCJI also consents to such amendment.

Section 5. Current Directors. The current board of directors consists of five (5) members, whose names are Pastor Stovall Weems, Pastor Keri Weems, Pastor Dino Rizzo, Kevin Cormier, and Laura Cormier, each of whom may be reached at the principal office of the corporation. As of the time of filing of this document, Pastor Stovall Weems and Pastor Keri Weems are CCJI's appointed directors.

ARTICLE VII. NO MEMBER

The corporation shall have no members.

ARTICLE VIII. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax-exempt not for profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes Annotated, as amended.

Section 2. Restrictions. Subject to Article II, but notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Section 170(b)(1)(A) or (B) and Section 170(c)(2) of the Internal Revenue Code.

Section 3. Charitable Trusteeship, Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE IX. DISSOLUTION

Section 1. Dissolution. The board of directors may cease corporate activities and dissolve and liquidate the corporation, by at least a two-thirds' vote of the entire board of directors, provided that CCJI shall also consent in writing to the dissolution.

Section 2. Liquidation. Upon the dissolution of the corporation, the board of directors shall pay or make provision for the payment of all of the liabilities of the corporation from the corporation's remaining funds, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, in such manner as the board of directors shall determine, or (ii) exclusively to or for the use of the Church, or such other organization or organizations organized and operated exclusively for religious, charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the board of directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, and to the extent that the directors become deadlocked regarding this or any other issue, any such dispute shall be settled by the Church.

ARTICLE X. CONTINGENT RESTRICTIONS

Section 1. Contingent Supporting Organization Restrictions. Although the corporation will seek to maintain its exempt status under Section 501(c)(3) of the Code as a public charity described in either Section 509(a)(1) or 509(a)(2) of the Code, it is also expected to fulfill the requirements of a supporting organization described in Section 509(a)(3) of the Code. Therefore, for the avoidance of any doubt, for any periods in which the corporation does not meet the support requirements for public charity status under either Sections 509(a)(1) or 509(a)(2) of the Code, then notwithstanding any other provision of these Articles of Incorporation, the corporation's purposes in Article III shall be limited to operating exclusively for the benefit of, or to perform the functions of, or to carry out the purposes of the Church, and the corporation shall otherwise comply with the then-applicable requirements of a supporting organization described in Section 509(a)(3) of the Code.

Section 2. Contingent Private Foundation Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Code, and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) that would subject the corporation to tax under Section 4941 of the Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Code) that would subject the corporation to tax under Section

4943 of the Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Code) that would subject the corporation to tax under Section 4944 of the Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) that would subject the corporation to tax under Section 4945 of the Code.

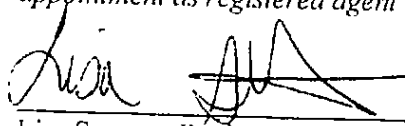
Section 3. Code References. Each reference in these Articles to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE XI. REGISTERED OFFICE AND AGENT;

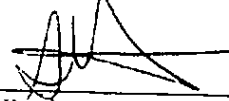
PRINCIPAL OFFICE

Section 1. Registered Office. The name and street address and county of the current registered agent and registered office of the corporation is Lisa Stewart, 10302 Deerwood Park Blvd, Jacksonville, Duval County, Florida 32256.

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



Lisa Stewart, Registered Agent



Date 11/1/2017

Section 2. Principal Office; Mailing Address. The principal office of the corporation is currently located be located at 10302 Deerwood Park Blvd, Jacksonville, Florida 32256. The current mailing address of the current principal office is P.O. Box 551213, Jacksonville, Florida 32255.

Section 3. Changes to Offices and Agents. The board may, by resolution, remove and replace any registered agent, and change any of the offices established in this article.

ARTICLE XII. STATEMENT OF FAITH

The corporation subscribes to the understanding of particular doctrinal matters as set forth by the Church in its "Statement of Faith", as provided for in Article 2 of the Church's bylaws. Notwithstanding any other statement to the contrary, that portion of the bylaws, as well as this Article XII, shall only be amended or restated with the consent of CCJI, and any other provision that conflicts with the Statement of Faith shall be null and void.

ARTICLE XIII. LIMITATION OF LIABILITY

Section 1. Limitation. The personal liability is hereby eliminated entirely of any officer or director to the corporation for monetary damages for breach of duty of care or other duty; provided that such provision shall not eliminate or limit the liability of an officer or director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Section 617.0834(1) of the Florida Statutes, as amended; (iv) For any transaction from which the officer or director derived an improper personal benefit; or (v) For any excise tax prescribed by Internal Revenue Code Sections 4940 through 4945 for which the individual is liable (but not restricting the corporation from providing insurance in connection with such excise taxes).

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article XIII shall be prospective only, and shall not adversely affect any limitation on the personal liability of any officer or director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not For Profit Corporation Act to authorize the further elimination or limitation of liability of any member, officer or director, then the liability of such officer or director of the corporation shall be limited to the fullest extent permitted by the amended Florida Not For Profit Corporation Act, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article XIII (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XIV: INDEMNIFICATION

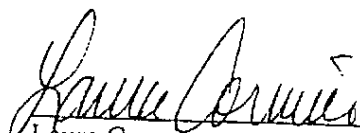
Section 1. Directors and Officers. To the greatest extent allowed by law, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding ("Proceeding"), whether civil or criminal, administrative or investigative (whether or not

by or in the right of the corporation), by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses (including, without limitation, advancing such expenses such as attorneys' fees and court costs), judgments, fines and amounts paid in settlement incurred by him or her in connection with such Proceeding, except for an officer or director who would not be eligible for limitation of liability under the preceding article. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Notwithstanding the foregoing, if any past or present officer or director sues the corporation, other than to enforce this indemnification, such person instituting such suit shall not have the right of indemnification hereunder in connection therewith. The corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporation funds.


Section 2. Employees and Agents. Without limiting the foregoing, the corporation may, pursuant to its bylaws or resolution of the Board, provide for indemnification and advancement of expenses to employees, advisors and/or agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

CELEBRATION CARE MINISTRIES, INC.

ATTEST:


Laura Cormier
Secretary

BY:


Pastor Stovall Weems
President