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Amended/CC  
Restated

JAN 27 2017

ALBRITTON

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January 17, 2017

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: First Presbyterian Church of Tequesta Foundation, Inc. (Nonprofit)  
Amendment of Articles of Incorporation

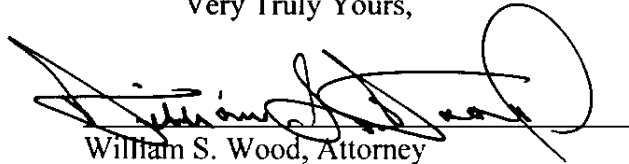
Dear Sir or Madam:

I am enclosing herein:

1. Articles of Amendment and Restatement of the First Presbyterian Church of Tequesta Foundation, Inc.(two originals); together with
2. Our check made payable to the Florida Department of State in the amount of Forty-Three (\$43.75) Dollars and Seventy-Five Cents for the filing fee together with one certified copy of the Amendment and Restatement.

If you find this document to be in order, please file the same and return a certified copy to this address. If there is any problem, I would appreciate it if you might call me collect at the number on the letter head, and let me know. Thank you for your consideration in this matter.

Very Truly Yours,



William S. Wood, Attorney

2 Cc: WSW

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FIRST PRESBYTERIAN CHURCH  
OF TEQUESTA FOUNDATION, INC.

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WHEREAS, the present Articles of Incorporation of the Incorporation of the First Presbyterian Church of Tequesta Foundation, Inc. (hereinafter referred to as the "Foundation") have become outdated through time and circumstance; and

WHEREAS, in consideration of the proposed changes to the Articles of Incorporation the Board of Directors of the Foundation; having received proper advance notice, adopted a resolution setting forth this proposed amendment and restatement; and

WHEREAS, after proper advance notice on the 21 day of August, 20 16, at the special called meeting of the membership a quorum of the membership existed in accordance with Section 617.0725 of the Florida Statutes and the existing Articles of Incorporation and the By-Laws, an affirmative vote of a majority of the members present at such meeting and entitled to vote thereon approved this Amendment and Restatement; NOW THEREFORE, the Articles of Incorporation of the First Presbyterian Church of Tequesta Foundation, Inc. is hereby Amended and Restated to henceforth read as follows:

ARTICLE I – NAME

The name of this corporation is FIRST PRESBYTERIAN CHURCH OF TEQUESTA FOUNDATION, INC., a Corporation Not for Profit (hereinafter sometimes referred to as "Foundation").

ARTICLE II – PURPOSES AND POWERS

The general nature of the objectives and purposes of the Foundation shall be exclusively to promote the religious, charitable, and Christian educational purposes of the First ~~United~~ Presbyterian Church of Tequesta, a Corporation Not for Profit, (hereinafter referred to as "The Church"). In the conduct of its affairs the Foundation shall have and enjoy the following powers:

1. To promote the financial welfare of The Church by encouraging gifts of money and property to The Church.
2. To act as custodian of funds, securities, investments, and property belonging to or held for the benefit of The Church.
3. To acquire, own, hold, use, lease, mortgage, pledge, improve, develop, sell, convey or otherwise dispose of property, real or personal, tangible or intangible.

4. To receive by gift, devise, bequest, or otherwise to acquire, take, and hold, any money or property, real, personal, and mixed, absolutely, or in trust, to be used, either the principal or income therefrom, for the furtherance of any of the Foundation purposes; and to lease, pledge, mortgage, assign, transfer, sell, convey, and dispose of any such property, and to invest and re-invest the principal thereof.
5. To have the capacity to act possessed by natural persons, but to have authority to perform only such acts as are necessary, convenient or expedient to accomplish the purpose for which it is formed, and such as are not repugnant to law.
6. To sue and be sued in its corporate name.
7. To have a corporate seal and to alter the same at pleasure, provided, however, that such corporate seal shall always contain the words "Corporation Not For Profit".
8. To borrow money and to issue, sell, or pledge Foundation obligations and evidences of indebtedness, and to mortgage Foundation property to secure the payment thereof.
9. To acquire, hold, own, and vote, and to sell, assign, and transfer, mortgage, pledge, or otherwise dispose of the capital stock, bonds, securities or evidence of indebtedness of any corporation insofar as the same shall be consistent with the purposes of this Foundation.
10. To make By-Laws for the government and regulation of the Foundation affairs.
11. To cease Foundation activities and to dissolve and surrender its corporate franchise.
12. To do all acts and things necessary, convenient, and expedient to carry out the purpose for which the Foundation is formed.
13. To possess and enjoy all powers now or hereafter conferred by the laws of the State of Florida upon corporations organized under the provisions of Chapter 617 of the Florida Statutes (as amended), or which are or become available to corporations so organized.
14. If these Articles and all approved By-Laws do not state other forms of procedure, then the current Roberts Rules of Order shall be the applicable procedure to apply.

### ARTICLE III – QUALIFICATION OF MEMBERS

The membership of this Foundation shall constitute such persons as, from time to time, may become members, by making application for membership, or by qualifying automatically as a member, said qualifications being set forth in the manner provided in the By-Laws.

### ARTICLE IV – TERMS OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE V – OFFICERS

The officers of the Foundation shall be a President, such number of Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided by the By-Laws. The terms

during which such officers may serve shall be as provided in the By-Laws.

The names of the persons who are to serve as officers of the Foundation, initially, and until the successor of each is elected according to the Articles and the By-Laws of the Foundation shall be the currently elected and serving officers of the Foundation.

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

#### ARTICLE VI – BOARD OF DIRECTORS

Section 1. The business affairs of this Foundation shall be managed by the Board of Directors. The number of Directors may be increased or decreased from time to time, by the By-Laws, but shall never be less than nine nor more than fifteen.

Section 2. The Board of Directors shall be members of the Foundation, and unless and until otherwise provided in the By-Laws, shall consist of nine members, one member to be the Senior Pastor of the Church, one member to be either the Clerk of the Session of the Church or a member of the Session appointed by the Session to be a Foundation director, one member to be the Moderator of the Board of Deacons or a member of the Board of Deacons appointed by the Board of Deacons to be a Foundation Director and the remaining six (6) members of the Board of Directors to be elected by the members of the Foundation and to serve a term of three (3) years.

Section 3. The Board of Directors, excluding the Senior Pastor, the Session and Board of Deacon appointees, shall be staggered equally into one, two, and three year terms, so that the terms of office of one-third of the Board of Directors shall expire each year, excluding the Senior Pastor, and the Session and Deacon Representatives.

Section 4. The persons who are to serve as the Board of Directors, and the length of time each shall serve, are as follows: The names of persons who are to serve as Directors of the Foundation initially, and until the successor of each is elected according to these Articles and the By-Laws of the Foundation shall be the currently elected and serving Directors of the Foundation.

Section 5. The successors to the Directors of each class above named shall be chosen in such manner and subject to such limitations, as said Foundation in its By-Laws shall prescribe. The Foundation, through its By-Laws, shall also provide the manner of filling vacancies in its Board of Directors and also in its By-Laws, determine other matters relating to the selection, election, classification, and qualifications of Directors.

#### ARTICLE VII – BY-LAWS

Section 1. The Board of Directors of this Foundation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. The By-Laws may be altered, amended, or repealed as recommended by the Board of Directors or any Foundation Member at any regular or special meeting of the Foundation Membership provided that notice of such proposed amendment shall have been given in the notice or call for such meeting.

#### VIII – AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by an affirmative vote of a majority of the members present at such meeting and entitled to vote thereat.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

#### ARTICLE IX – QUORUM FOR MEMBERS MEETING

At any meeting of the members of the Foundation, a quorum shall consist of not less than twenty-five percent (25%) of the active members entitled to vote at the meeting.

#### ARTICLE X – LOCATION

The location of the Foundation shall be at 482 Tequesta Drive, Tequesta, Florida 33469.

#### ARTICLE XI

No member, director, or officer of the Foundation may receive any pecuniary benefit from it, except such compensation as may be allowed for services actually rendered to the Foundation. The Board of Directors may appoint such officers and agents as the affairs of the Foundation may require and define their duties and fix their compensation.

#### ARTICLE XII

The Foundation shall make such contracts and agreements with the Session of The Church, for the conduct of the Foundation business, the execution of Foundation powers and the use of Foundation property as may to the Board of Directors of the Foundation seem most expedient; and may permit Foundation property to be used, operated, and enjoyed by the Session and the members of The Church, for a nominal charge or without charge, or upon such terms and conditions as the Foundation's Board of Directors shall deem most consistent with the purposed of the Foundation. The Foundation, at the discretion of its Board of Directors and upon such terms as said Board may deem proper, may at any time, and from time to time, convey, hypothecate, lease, or otherwise transfer Foundation property or any part thereof, to or for the use and profit of the Foundation or the Church; provided, however, that the provisions of this

Article shall be supplemental to and not in limitation of the general powers of the Foundation to lease, sell, mortgage, pledge, assign, transfer, or convey any of its property for other purposes, and to other persons or corporations, as the Foundation shall deem proper.

ARTICLE XIII

In the event of dissolution, the residual assets of the organization will be turned over to the First Presbyterian Church of Tequesta, Inc. if still in existence, otherwise to one or more organizations having similar purposes and objectives, which themselves are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE XIV

Notwithstanding any other provisions of these Articles, this Corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provision of any future United States Internal Revenue law.

We, ROSEMARIE VON ZABERN, President and JAMES D. SNYDER, Secretary, respectively of the First Presbyterian Church of Tequesta Foundation, Inc, on this 16 day of January, 2017 hereby certify that the foregoing Amended and Restated Articles of Incorporation of the First Presbyterian Church of Tequesta Foundation, Inc after proper notice, on the 21<sup>st</sup> day of August, 2016 at a special called meeting of the membership wherein a quorum of the membership existed in accordance with Section 617.0725 of the Florida Statutes, the existing Articles of Incorporation and the By-Laws of the First Presbyterian Church of Tequesta Foundation, Inc., by an affirmative vote thereon, approved this Amended and Restated Articles of Incorporation of the First Presbyterian Church of Tequesta Foundation, Inc.

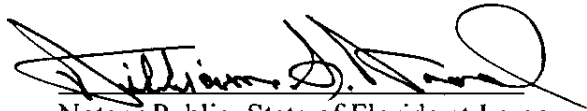
Rosemarie von Zabern  
President  
James D Snyder  
Secretary

STATE OF FLORIDA            )  
  ) ss  
COUNTY OF PALM BEACH    )

BEFORE ME, the undersigned authority duly authorized to take oaths and make acknowledgements appeared Reggie Von Zabern and James D. Snyder, to me personally known or identified by a Florida Driver's License, who upon being duly sworn, state that the above facts are true.

Dated this 16<sup>th</sup> day of January, 2017.

(NOTARY SEAL)

  
Notary Public, State of Florida at Large.  
My Commission Expires:

