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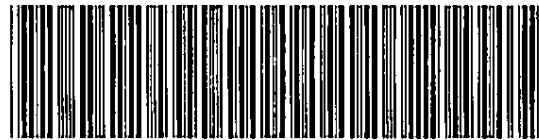
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COVER LETTER

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

SUBJECT: Woodlawn PCB Church, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☒ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Joe Chambers

Name (Printed or typed)

PO Box 2246

Address

Dothan, AL 36302

City, State & Zip

334-793-1115

Daytime Telephone number

rwthomas@ehsteel.com

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

NOTE: Please provide the original and one copy of the document.

2022 MAY 16 PM 3:11
FILE

STATE OF FLORIDA)
)
BAY COUNTY)

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

WOODLAWN PCB CHURCH, INC.

The undersigned incorporator, being a citizen of the United States, desires to form a not-for-profit corporation under Chapter 617 of Title XXXVI of the Florida Statutes, and does hereby certify:

Article One – Name

The name of the corporation shall be "**Woodlawn PCB Church, Inc.**", and shall hereinafter be referred to as the "Woodlawn PCB Church".

Article Two – Address

The street address of the principal office of Woodlawn PCB Church shall be 219 N Alf Coleman Rd, Panama City Beach, Florida 32407.

Article Three - Purposes and Powers

(A) Woodlawn PCB Church is organized exclusively for charitable, religious, literary, educational, and scientific purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"), specifically to form a non-denominational Church dedicated to making transformed followers of Jesus Christ, and to advance such purposes by any activity in which a corporation organized as a not for profit corporation under the laws of Florida may be lawfully engaged.

(B) Woodlawn PCB Church shall be empowered to do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of Woodlawn PCB Church and in connection therewith to exercise any of the powers granted to not for profit corporations by Fla. Stat. ch. 617.0302. Notwithstanding the foregoing, Woodlawn PCB Church 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 Code, or to which contributions are deductible under Section 170(c)(2) of the Code.

(C) No part of the net earnings of Woodlawn PCB Church shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that Woodlawn PCB Church 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 these articles. No substantial part of the activities of Woodlawn PCB Church shall be the

carrying on of propaganda, or otherwise attempting to influence legislation, and Woodlawn PCB Church shall not 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 any other provision of these articles, Woodlawn PCB Church shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax, under section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the United States Internal Revenue Code of 1986, as amended.

(D) Woodlawn PCB Church is intended to be an organization which is described in Section 501(c)(3) of the said Internal Revenue Code and which is exempt from Federal income tax under Section 501(a) of the said Internal Revenue Code and which is not a "private foundation" within the meaning of Section 509(a). All terms and provisions of these Articles and all operations of Woodlawn PCB Church shall be construed, applied and carried out in accordance with such intent. For purposes of these Articles:

(1) "qualified organization" means an organization which is organized for charitable, religious, literary, educational, or scientific purposes and qualified as exempt from Federal income tax under Section 501(a) and (c)(3) of the said Internal Revenue Code; and

(2) "qualified purposes" means those purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, which are permitted purposes of a qualified organization which is not a private foundation under the said Internal Revenue Code;

(3) reference to any section of the United States Internal Revenue Code of 1986, as amended, includes the corresponding provision or provisions then in effect of any subsequent Federal tax laws.

Article Four - Members

Woodlawn PCB Church shall have Members. The qualifications for membership in Woodlawn PCB Church shall be determined by the Administrative Council in accordance with the Bylaws and Constitution of Woodlawn PCB Church. Woodlawn PCB Church shall have no capital stock.

Article Five - Initial Directors and Manner of Election

The number of Directors constituting the initial Board of Directors is four (4), and thereafter, the Elders shall serve as the Board of Directors as defined in the Constitution and By-Laws. The number and method of election of the Board of Directors is stated in the By-Laws. The names and addresses of the persons who serve as the current directors are:

<u>Name</u>	<u>Address</u>
Ray Sheffield	259 Eagle Drive Panama City Beach, Florida 32407

Chris Langford	154 Grand Heron Drive Panama City Beach, Florida 32407
Robert Thomas	204 Buena Vista Avenue Panama City Beach, Florida 32413
Phil Embry	4139 Cobalt Circle Panama City Beach, Florida 32408

Article Six - Registered Agent and Street Address

The location and mailing address of the initial registered office of Woodlawn PCB Church shall be 204 Buena Vista Avenue, Panama City Beach, Florida 32413, and the name of its initial registered agent at such address shall be **Robert Thomas**.

Article Seven – Incorporator

The name and address of the incorporator is **Robert Thomas**, 204 Buena Vista Avenue, Panama City Beach, Florida 32413.

Article Eight - Distributions Upon Dissolution

Upon the dissolution of Woodlawn PCB Church, and after the payment of any liabilities of Woodlawn PCB Church, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of Woodlawn PCB Church 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 Nine- Amendment and Restatement

These Amended and Restated Articles of Incorporation shall amend and restate the prior Articles of Incorporation of Woodlawn PCB Church, Inc. in their entirety.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 10 day of APRIL, 2022



Robert Thomas, Incorporator and Director

Prepared By:

Joe M. Chambers, Esq.
JOHNSTON HINESLEY PC
291 North Oates Street
Post Office Box 2246
Dothan, Alabama 36302
(334) 793-1115

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned not for profit corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is **Woodlawn PCB Church, Inc.**
2. The street address of the registered office is 204 Buena Vista Avenue, Panama City Beach, Florida 32413.
3. The name of the registered agent at the registered office is **Robert Thomas.**

6 Dated 4/10/22.

WOODLAWN PCB CHURCH, INC.

By: 
Robert Thomas, Director

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.

Dated 4/10/22.


Robert Thomas, Registered Agent