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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Shema, Inc.

DOCUMENT NUMBER: \_\_\_\_\_

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

Please return all correspondence concerning this matter to the following:

Jonathan T. McCants

\_\_\_\_\_  
(Name of Contact Person)

Bird Loechl Brittain & McCants, LLC

\_\_\_\_\_  
(Firm/ Company)

3414 Peachtree Road, NE - Suite 1150

\_\_\_\_\_  
(Address)

Atlanta, GA 30326

\_\_\_\_\_  
(City/ State and Zip Code)

JMcCants@BirdLawFirm.com

\_\_\_\_\_  
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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|---|--|---|--|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**

**SHEMA, INC.**

**(A FLORIDA NOT FOR PROFIT CORPORATION)**

These Amended and Restated Articles of Incorporation of Shema, Inc. (the "Articles"), which require the affirmative vote of a majority of the current directors in order to be adopted by the corporation, were adopted and authorized by unanimous written consent approving the restatement on and as of the date, December 18, 2019, 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 (sometimes herein, the "Act").

**ARTICLE I. NAME**

The name of the corporation is:

SHEMA, 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 and applicable law.

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### **ARTICLE III. PURPOSES**

The corporation is organized and operated exclusively for religious purposes (including educational, charitable, literary and scientific purposes that are related to and also in furtherance of those religious purposes), all within the meaning of Section 501(c)(3) of the Code, including but not limited to:

- (a) establishing, maintaining and supervising educational ministries that:
  - (i) minister the Word of God;
  - (ii) conduct regular seminars and teachings through various forms of ministries;
  - (iii) promote and encourage, through ministries of the Sole Member, cooperation with other organizations ministering within the community;
  - (iv) spread the Word of the Gospel by any and all effective means; and
  - (v) disciple believers in the Christian faith;
  - (vi) promote strong Bible knowledge, scripture engagement and understanding its context with the proper supernatural worldview;
- (b) overseeing and expanding a local and international association of ministries by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit, in accordance with the Holy Bible;
- (c) conducting a school for disciples, ministers and leaders;
- (d) collecting and disbursing any and all necessary funds for the accomplishment its purposes within the State of Florida and elsewhere around the world; and

making distributions to organizations that qualify as exempt organizations 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 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 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) The corporation is intended to be an integrated auxiliary and a seminary as described in Treasury Regulations Section 1.6033-2(h)(1) and (5). (b) Nevertheless, to the extent that (i) more than 50% of the corporation's total support comes from sources other than the Sole Member 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). (c) The corporation shall report at least annually, regarding its financial and general operations, to the Sole Member.

## **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 (of a quorum, and except where a greater vote or the consent of the Sole Member is otherwise expressly required), in any way permitted by applicable law, but which is not inconsistent with the Holy Bible, the Statement of Faith, or these Articles of Incorporation.

**Section 3. Term and Election.** The term of each member of the board of directors shall be as established in the bylaws.

Section 4. Amendment. Unless a greater majority is expressly required herein, 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 permitted by applicable law, provided that such amendment is not inconsistent with the Holy Bible or the Statement of Faith.

Section 5. Current Directors. The current board of directors consists of three (3) members, whose names are Charles S. Weems, IV, Matthew Adcox and Andrew King, each of whom may be reached at the principal office of the corporation.

#### **ARTICLE VII. SOLE MEMBER**

The corporation has one (1) member, CELEBRATION CHURCH OF JACKSONVILLE, INC. (EIN: 59-3458973) (herein, the "Sole Member"), a Florida not for profit corporation organized and operated as a tax-exempt church described in Sections 501(c)(3) and 170(b)(1)(A)(i) of the Code, with such rights and powers as are expressly stated herein and in the bylaws. Notwithstanding any other provision herein to the contrary, no right or privilege of the Sole Member provided herein or in the bylaws may be materially reduced or eliminated without the express written consent of the Sole Member.

#### **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 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 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 the Sole Member also consents 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 Sole Member, 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 board of directors of the Sole Member.

## **ARTICLE X. CONTINGENT RESTRICTIONS**

Section 1. 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.

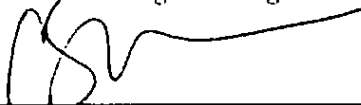
Section 2. Code References. Each reference in these Articles to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

## **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 Charles S. Weems, IV, 10302 Deerwood Park Blvd, Suite 104, 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.*

  
\_\_\_\_\_  
Charles S. Weems, IV, Registered Agent

12/31/19  
\_\_\_\_\_  
Date

Section 2. Principal Office; Mailing Address. The principal office of the corporation is currently located be located at 10302 Deerwood Park Blvd, Suite 104, Jacksonville, Florida 32256. The current mailing address of the current principal office is P.O. Box 551341, 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 Sole Member in its "Statement of Faith", as provided for by the Sole

Member and affirmed in Article 2 of its own bylaws. Notwithstanding any other statement to the contrary, that portion of the bylaws, as well as this Article XII, shall only be amended by an affirmative vote of 90% or greater of the directors then in office, and any other provision that conflicts with the corporation's 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 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 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**

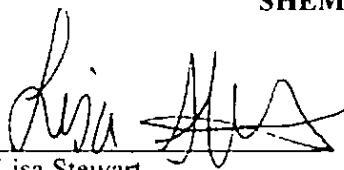
Section 1. Directors and Officers. To the greatest extent allowed by law, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding ("Proceeding"), whether civil or criminal, administrative 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 forgoing, 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.

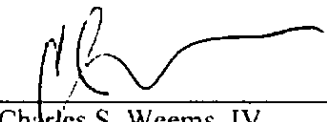
Section 2. Employees and Agents. Without limiting the foregoing, the corporation may, pursuant to its bylaws or resolution of the board of directors, provide for indemnification and advancement of expenses to employees, advisors and/or agents on such terms and conditions as the board of directors may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

**SHEMA, INC.**

ATTEST:

  
\_\_\_\_\_  
Lisa Stewart  
Secretary

BY:

  
\_\_\_\_\_  
Charles S. Weems, IV  
President