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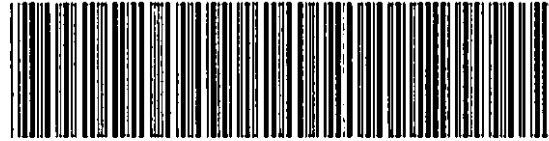
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SECRETARY OF STATE
TALLAHASSEE FL

Amended + Restated

APR 10 2023

D CUSHING

ASIATICO LAW



January 3, 2023

Ryan Peak, Senior Associate
direct | 972.865.0498
direct fax | 469.391.9936
ryan@baalegal.com
Licensed in Texas

Via USPS Priority Mail #9405 5036 9930 0447 2822 04

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

Re: *Amended and Restated Articles of Incorporation of
The New School of Biblical Theology, Inc. / Doc #N20000001486
(A Florida Not-For-Profit Corporation)*

Dear Sir or Madam:

Enclosed please find a Cover Letter with the original and one (1) copy of the *Amended and Restated Articles of Incorporation of The New School of Biblical Theology, Inc.* (a Florida Not-For-Profit Corporation), which we would appreciate you filing. Please return a certified copy of this document to us in the self-addressed, prepaid envelope provided for your convenience. Also enclosed is our check in the amount of \$52.50 to cover the fees for this filing, a Certified Copy and a Certificate.

In case you have any questions or require additional information, please give us a call. Thank you for your prompt attention to this matter.

Sincerely,


Ryan Peak
Senior Associate

Encl.

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2023 MAR 22 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The New School of Biblical Theology, Inc.

DOCUMENT NUMBER: N20000001486

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

Please return all correspondence concerning this matter to the following:

Ryan Peak

(Name of Contact Person)

Asiatico Law

(Firm/ Company)

P.O. Box 260449

(Address)

Plano, TX 75026

(City/ State and Zip Code)

ryan@baalegal.com

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

For further information concerning this matter, please call:

Ryan Peak

214

570-0700

(Name of Contact Person)

at

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 23, 2023

RYAN PEAK
ASIATICO LAW
P.O. BOX 260449
PLANO, TX 75026

SUBJECT: THE NEW SCHOOL OF BIBLICAL THEOLOGY, INC.
Ref. Number: N20000001486

We have received your document for THE NEW SCHOOL OF BIBLICAL THEOLOGY, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 323A00006764

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE NEW SCHOOL OF BIBLICAL THEOLOGY, INC.
A Florida 501(c)(3) Not For Profit Corporation**

FILED
2023 MAR 22 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FL

Pursuant to the Florida Not For Profit Corporation Act (the "Act"), The New School of Biblical Theology, Inc. (the "Corporation"), which was first incorporated on January 21, 2020, has adopted these Amended and Restated Articles of Incorporation in the manner required by the Act by the Board of Directors on December 28, 2022.

The Corporation's original Articles of Incorporation and all subsequent amendments thereto, are hereby deleted in their entirety and amended and restated as follows:

**ARTICLE 1
NAME**

The name of the Corporation is THE NEW SCHOOL OF BIBLICAL THEOLOGY, INC. The Corporation shall have the right to operate under any number of appropriately applied for assumed names.

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 3
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation is 3030 N. Rocky Point Drive, Suite 650, Tampa, Florida 33607.

**ARTICLE 4
REGISTERED AGENT**

The name and Florida street address of the initial registered agent of the Corporation is Asiatico Law, LLC, whose location and municipal address is 3030 N. Rocky Point Drive, Suite 650, Tampa, Florida 33607. The Board of Directors may change the registered agent at its discretion.

ARTICLE 5
NONPROFIT PURPOSES

The Corporation is a nonprofit ecclesiastical corporation organized exclusively for religious, charitable, educational, literary, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, the purposes of this Corporation are:

- (a) To carry out the Great Commission: *"Then Jesus came to them and said, 'All authority in heaven and on earth has been given to me. Therefore go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you. And surely I am with you always, to the very end of the age.'"* (Matthew 28:18-20, New International Version).
- (b) To offer graduate level theological education that is committed to academic excellence and is relevant to ministry in diverse contemporary global contexts.
- (c) To offer additional opportunities for learning that do not lead to an earned degree but reflect a commitment to academic excellence and ministerial relevancy.
- (d) To foster growth in the Spirit within students and prepare them to answer Christ's call to ministry and mission in the world today.
- (e) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Florida and elsewhere.
- (f) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
- (g) To promote, encourage, and foster any other similar charitable, religious, educational, and scientific activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of the purposes of the Corporation.
- (h) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and by Section 50(c)(3) of the Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend,

disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein without the necessity of authorization or approval of any individual or entity whatsoever save and except as provided in the Articles of Incorporation and the Bylaws of the Corporation.

- (i) To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

ARTICLE 6

BOARD OF DIRECTORS

Plenary power to manage and govern the affairs of the Corporation shall be vested in the Board of Directors. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The number of members on the Board of Directors shall not be less than three (3). The number of members on the Board of Directors may be increased or decreased, by amending these Articles of Incorporation, or by amending the Bylaws, provided that the number shall not be less than three (3).

The names and street addresses of the members of the Board of Directors are:

1. Dr. A.R. Bernard
12020 Flatlands Avenue
Brooklyn, NY 11207
2. James Halek
12020 Flatlands Avenue
Brooklyn, NY 11207
3. Larry H. Weiss
12020 Flatlands Avenue
Brooklyn, NY 11207

ARTICLE 7
MEMBERS

The Corporation shall have no members.

ARTICLE 8
POWERS

Except as otherwise provided in these Articles of Incorporation, and in order to carry out the above-stated purposes, the Corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

ARTICLE 9
RESTRICTIONS, REQUIREMENTS, AND LIMITATIONS

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

The Corporation shall not pay dividends or other corporate income to its members of the Board of Directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles of Incorporation. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under section 170(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

- (a) Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (b) Serve a private interest other than one that is clearly incidental to an overriding public interest.
- (c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.

- (d) Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
- (e) Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- (f) Distribute its assets on dissolution other than for one or more exempt purposes.
- (g) Permit any part of the net earnings of the Corporation to inure to the benefit of any member of the Corporation or any private individual.
- (h) Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.
- (i) Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's charitable purposes or if the gift or grant would require serving a private as opposed to a public interest.

In the event the Corporation is in any one year a "private foundation" as defined by section 509(a) of the Internal Revenue Code, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under section 4942 of the Internal Revenue Code; and further shall be prohibited from: (i) any act of "self-dealing" as defined in section 4941(d) of the Internal Revenue Code; (ii) retaining any "excess business holdings" as defined by section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under section 4944 of the Internal Revenue Code; or (iv) making a taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE 10

DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to Christian Cultural Center Orlando, Inc., a Florida 501(c)(3) nonprofit corporation, or if Christian Cultural Center Orlando, Inc. no longer exists or is no longer exempt under section 501(c)(3) or a corresponding provision of the federal tax code, to an organization designated by the Board of Directors of the Corporation that is exempt from taxes under section 501(c)(3) of the Code, and within the meaning of the laws of the State of Florida, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction in which the principal office of the Corporation is then located exclusively for such purposes or to such organizations, as determined by said court, which are organized for such purposes.

ARTICLE 11
AMENDMENT

These Articles of Incorporation may not be amended in any way without the approval of a two-third (2/3) majority of a quorum of the Board of Directors at any annual or special meeting called for such purpose.

CERTIFICATION

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

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s. 817.155, F.S.



A.R. Bernard, President

12/28/2022

Date

REGISTERED AGENT SIGNATURE

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with, and on behalf of Asiatico Law, LLC, accept its appointment as the Corporation's registered agent and agree to act in this capacity.



Katari Buck, Principal
Asiatico Law, LLC

01/03/2023

Date