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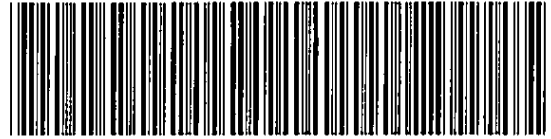
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ASIATICO LAW



February 13, 2023

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Via USPS Priority Mail # 9405 5036 9930 0479 1535 96

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

**Re: *Amended and Restated Articles of Incorporation for King's Cathedral and
Chapels Florida, Inc.
Document Number N20000009265***

Dear Sir or Madam:

On behalf of our client, King's Cathedral and Chapels Florida, Inc., enclosed please find the original and one (1) copy of its Amended and Restated Articles of Incorporation. We would appreciate you filing this at your earliest convenience and returning a file-marked copy to us in the self-addressed, prepaid envelope provided for your convenience. Also enclosed is our check in the amount of \$35.00 to cover your fees for this filing.

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,

A handwritten signature in black ink that reads "Bethany Peak".

Bethany Peak
Senior Staff Attorney

Encl.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

KING'S CATHEDRAL AND CHAPELS FLORIDA, INC.

A Florida 501(c)(3) Not-For-Profit Corporation

2023 FEB 21 PM 3:33

Pursuant to the Florida Not-For-Profit Corporation Act (the "Act"), King's Cathedral and Chapels Florida, Inc. (the "Corporation"), which was first incorporated on August 19, 2020, has adopted these Amended and Restated Articles of Incorporation in the manner required by the Act.

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 KING'S CATHEDRAL AND CHAPELS FLORIDA, 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 of the Corporation is 8716 Gardner Road, Tampa, Florida 33625. The mailing address of the Corporation is 7321 Brightwater Oaks Drive, Tampa, Florida 33625.

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 organized and shall be operated exclusively for charitable, religious, educational, 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, but without limitation, 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 establish, operate, and maintain a church for the worship of Almighty God, our Heavenly Father, and the holding of church services in the name of Our Lord Jesus Christ.
- (c) To provide for Christian fellowship for those of like precious faith, where the Holy Ghost may be honored according to our distinctive testimony.
- (d) To organize and carry on church activities.
- (e) To take on the privilege and responsibility of spreading the gospel of Jesus Christ by any lawful means possible, as determined by the Board of Directors.
- (f) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location through the Corporation's combined or separate formation of a church, ministry, charity, school, or eleemosynary institution, without limitation.

- (g) 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.
- (h) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
- (i) 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 accomplishment of the purposes of this Corporation.
- (j) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and by Section 501(c)(3) of the Internal Revenue 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; and without the necessity of authorization or approval of any individual or entity whosoever save and except as provided in these Articles of Incorporation and the Bylaws of this Corporation.
- (k) 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 of 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, either of which shall have the same force and effect. Members of the Board of Directors shall be natural persons, but need not be residents of Florida.

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

1. Dr. James Marocco
777 Maui Veterans Highway
Kahului, Hawaii 96732
2. Colleen Marocco
777 Maui Veterans Highway
Kahului, Hawaii 96732
3. Joshua Marocco
777 Maui Veterans Highway
Kahului, Hawaii 96732
4. Janelle Marocco
777 Maui Veterans Highway
Kahului, Hawaii 96732
5. Anne Fujii
777 Maui Veterans Highway
Kahului, Hawaii 96732
6. Anita Acpal
777 Maui Veterans Highway
Kahului, Hawaii 96732
7. Jacob Armstrong
777 Maui Veterans Highway
Kahului, Hawaii 96732
8. Michelle Bosque
777 Maui Veterans Highway
Kahului, Hawaii 96732

9. Jensen Chang
777 Maui Veterans Highway
Kahului, Hawaii 96732
10. Chris Della
777 Maui Veterans Highway
Kahului, Hawaii 96732
11. Datsun Imakita
777 Maui Veterans Highway
Kahului, Hawaii 96732
12. Sharae Reese
777 Maui Veterans Highway
Kahului, Hawaii 96732
13. Barb Stewart
777 Maui Veterans Highway
Kahului, Hawaii 96732
14. Kahea Tancayo
777 Maui Veterans Highway
Kahului, Hawaii 96732

ARTICLE 7 **MEMBERS**

The Corporation shall have no members, save and except for the members of the Board of Directors.

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 KING'S CATHEDRAL AND CHAPELS, or 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.




Joshua Marocco, President

1/11/23

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 as a Managing Member of Asiatico Law, LLC, accept its appointment as the Corporation's registered agent and agree to act in this capacity.



Brooke A. Asiatico, Managing Member
Asiatico Law, LLC

1/12/2023

Date