

N23000009062

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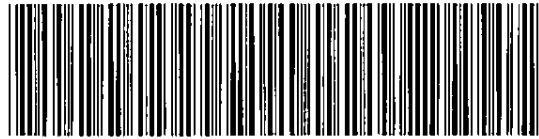
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FL

NOV 08 2023

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McDonald Fleming

ATTORNEYS AT LAW

Reply to: William A. Bond
wabond@pensacolalaw.com
Direct: (850) 202-8533
Fax: (850) 696-1850

WILLIAM A. BOND
MATTHEW A. BUSH
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AARON T. MCCURDY
BRUCE A. McDONALD
MICHAEL L. FERGUSON
(1938-2020)
WILLIAM J. GREEN
(1943-2012)

September 13, 2023

FED/EX:7734 0090 8354
Amendment Section
Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

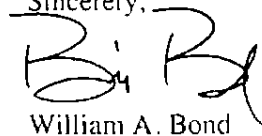
Re: FC Outreach, Inc.
Our File No. 1646-001

Dear Sir or Madam:

Enclosed is an original, signed copy of the First Amended and Restated Articles of Incorporation of FC Outreach, Inc. We've also included our check in the amount of \$35.00 to cover your filing fee.

Thank you for your assistance in this matter.

Sincerely,


William A. Bond

WAB/khg
Enclosure

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TALLAHASSEE, FL

COVER LETTER

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

SUBJECT: FC Outreach, 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: William A. Bond
Name (Printed or typed)

719 S. Palafox Street
Address

Pensacola FL 32502
City, State & Zip

850-202-8533
Daytime Telephone number

WABOND@pensacola1aw.com
E-mail address: (to be used for future annual report notification)

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

**First Amended and Restated Articles of Incorporation
of**

FC Outreach, Inc.

A Not for profit Corporation under Chapter 617, Florida Statutes

Pursuant to the provisions of § 617.1006, Florida Statutes, FC Outreach, Inc., a Florida not for profit corporation, adopts the following as its First Amended and Restated Articles of Incorporation. These First Amended and Restated Articles of Incorporation supersede the corporation's original Articles of Incorporation.

Article I - Name

The name of the corporation is FC Outreach, Inc. and its Document Number is N23000009062.

Article II - Duration

The corporation shall exist perpetually.

Article III - Purpose

The corporation is organized exclusively:

1. For charitable, religious, educational, and scientific purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"); and
2. To be a supporting organization—within the meaning of § 509(a)(3) of the Code—for the benefit of, to perform the functions of, or to carry out the purposes of, First City Church, Inc., a Florida not for profit corporation.

The corporation shall not engage in activities that are not in furtherance of the above-referenced purposes or be operated to support or benefit any organization other than First City Church, Inc.

No part of the net earnings of the corporation shall inure to the benefit of—or be distributable to—its directors, officers, other private individuals or organizations organized and operated for a profit (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 as hereinabove stated). The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under § 501(c)(3) of the Code. The corporation shall not participate in or intervene in (including the publishing or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions herein, the corporation shall not carry on any activities not permitted to be carried on:

1. By an organization exempt from federal income taxation under § 501(a) of the Code, as an organization described in § 501(c)(3) of the Code; or
2. By an organization, contributions to which are deductible under §§ 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

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TALLAHASSEE, FL

Article IV – No Capital Stock and No Members

The corporation is not organized for profit and shall have no authority to issue capital stock. The corporation shall have no members.

Article V - Principal Office

The mailing address of the company's principal office is 1301 East Gadsden Street, Pensacola, Florida 32501 and the street address of the company's principal office is 1301 East Gadsden Street, Pensacola, Florida 32501.

Article VI – Directors

The following persons are the corporation's initial directors:

Taran Howell	Joe A. Dunn	Clarence Schermerhorn
4301 Devereux Drive	2152 Reservation Road	3105 Oriole Drive
Pensacola, Florida 32504	Gulf Breeze, Florida 32563	Gulf Breeze, Florida 32563
Erica Karr	Joel Hollon	
4210 Rommitch Drive	111 East Desoto Street	
Pensacola, Florida 32504	Pensacola, Florida 32501	

Article VII - Manner of Directors' Election

Except as otherwise provided by applicable law, the corporation's bylaws, or these First Amended and Restated Articles of Incorporation, the corporation shall be governed by its board of directors, which shall have (subject to the limitations set forth in these First Amended and Restated Articles of Incorporation) all powers conferred by applicable law to manage the corporation and its activities. The manner of election or appointment—and the qualifications and rights (including voting rights)—of the directors shall be as set forth in the corporation's bylaws.

Article VIII – Registered Agent and Street Address

The street address of the corporation's registered office is 719 South Palafox Street, Pensacola, Florida 32502 and the name of the corporation's registered agent is McDonald Fleming, LLP, a Florida limited liability partnership.


Article IX – Dissolution

Upon dissolution or final liquidation of the corporation, the board of directors, after paying or making provision for the payment of all of the corporation's lawful debts and liabilities, shall distribute the corporation's assets to First City Church, Inc., a Florida not for profit corporation, or its successor, for one or more exempt purposes consistent with the corporation's purposes, but only if First City Church, Inc., or its successor, is exempt from federal income taxation under § 501(a) of the Code and is an organization described in §§ 170(c)(2) and 501(c)(3) of the Code. If First City Church, Inc. or its successor is not in existence or is not an organization described in §§ 170(c)(2) and 501(c)(3) of the Code, then the corporation's assets shall be distributed to such organization or organizations as the board of directors shall select, provided such organization or organizations are organized and operated exclusively for purposes consistent with the corporation's purposes and are exempt from federal income taxation under § 501(a) of the Code and are an organization or organizations described in §§ 170(c)(2) and 501(c)(3) of the Code. Any assets not so distributed shall be disposed of by a court of competent jurisdiction situated in the

county in which the corporation's principal office is then located, exclusively for one or more exempt purposes within the meaning of § 501(c)(3) of the Code, or to a state or local government for a public purpose, or to such organization or organizations that are organized and operated exclusively for such exempt purposes, as such court shall determine.

Article X – Certificate of Adoption

The corporation has no members. Accordingly, these First Amended and Restated Articles of Incorporation do not require member approval. The corporation's board of directors approved and adopted these First Amended and Restated Articles of Incorporation by majority vote on September 10, 2023.



Taran Howell, President

Acceptance of Appointment as Registered Agent

Having been named to serve as registered agent and to accept service of process for FC Outreach, Inc. at the place designated in its First Amended and Restated Articles of Incorporation, McDonald Fleming, LLP a Florida limited liability partnership, hereby accepts such appointment and agrees to act in that capacity. McDonald Fleming, LLP is familiar with and agrees to comply with the obligations of its position as registered agent as provided by applicable law.

McDonald Fleming, LLP



William A. Bond, Partner