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October 10, 2023

VIA FEDERAL EXPRESS

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

**RE: St. Luke Alpha and Omega Pentecostal Church of Florida, Inc.
Articles of Amendment**

Ladies and Gentlemen:

Enclosed for filing on behalf of St. Luke Alpha and Omega Pentecostal Church of Florida, Inc., are:

1. Cover letter;
2. Articles of Amendment to Articles of Incorporation;
3. My firm's check in the amount of \$35.00 payable to Florida Department of State in payment of the filing fee.

Thank you for your time and attention to this matter. Should you have any questions, please feel free to contact me.

Very truly yours,



David Shane Smith

DSS/acb
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: St. Luke Alpha and Omega Pentecostal Church of Florida, Inc.

DOCUMENT NUMBER: N23000010224

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

Please return all correspondence concerning this matter to the following:

David Shane Smith, Esq.

(Name of Contact Person)

Whiteford, Taylor & Preston, LLP

(Firm/ Company)

1021 E. Cary Street, Suite 1700

(Address)

Richmond, VA 23219

(City/ State and Zip Code)

Dssmith@whitefordlaw.com

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

For further information concerning this matter, please call:

David Shane Smith, Esq.

(Name of Contact Person)

at 804 762-6860
(Area Code) (Daytime Telephone Number)

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

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

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

Articles of Amendment
to
Articles of Incorporation
of

St. Luke Alpha and Omega Pentecostal Church of Florida, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N23000010224

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Please see attached Amended and Restated Articles of Incorporation

The date of each amendment(s) adoption: 10/6/2023, if other than the date this document was signed.

Effective date if applicable: Amendment File Date
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 10.6.73

Signature

e. James W. Baker
(By the chairman or vice chairman of the

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

James W. Baker

(Typed or printed name of person signing)

President

James W. Baker
(Title of person signing)

(Title of person signing)

1780-11-16

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ST. LUKE ALPHA AND OMEGA
PENTECOSTAL CHURCH OF FLORIDA, INC.**

The undersigned, pursuant to the provisions of Chapter 617, F.S. (Not for Profit), hereby execute the following Amended and Restated Articles of Incorporation, and to that end sets forth the following:

Article I - Name

The name of the corporation is **ST. LUKE ALPHA AND OMEGA PENTECOSTAL CHURCH OF FLORIDA, INC.**

Article II – Principal Office

The principal street address and mailing address of the Corporation is 19 Spring Street, St. Augustine, Florida 32084.

Article III - Purpose

The Corporation is organized and operated exclusively as a church, a place of worship, and all other related purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code; to receive and administer funds for religious, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and to that end to hold any property, or any individual interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in judgment of the Trustees, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Trustees or officers.

Article IV – Members

The Members of the Corporation shall consist only of the Corporation's Directors and Officers. The Church's congregational membership shall not be Members within the meaning of this Church's Articles of Incorporation or Chapter 617 of the Florida Statutes. The Church may from time to time use the term "membership" or "members" to refer to congregants of the Church, as provided for herein. When the words "congregational member," "congregational members" or "congregational membership" are used, they are merely describing persons who are congregants of the Church, and such persons shall not be Members within the meaning of Chapter 617 of the Florida Statutes or any other applicable statute, and are not entitled to cast a vote in person, by proxy or otherwise that is binding upon the Corporation.

Article V - Directors and/or Officers

The Corporation shall be governed by a Board of Directors (known as the Board of Trustees), which shall be elected or appointed as provided in the Bylaws. The Trustees shall be no less than three (3) or the minimum number in the Florida Statutes for a religious corporation nor more than twelve (12) in number, who shall be appointed by the Corporation officers to serve three (3) year terms. Elections shall be held every three years on or before December 31st. Qualifications for Trustees and Officers are as follows: born again believers of Jesus Christ living according to biblical principles, at least 25 years of age, baptized believers, and members of the Church for at least two (2) years who regularly attend services and who financially support the Church. The names of the initial Trustees are:

James W. Baker	P.O. Box 1767 St. Augustine, FL 32085 Title: Pastor
Mabellene W. Johnson	611 North Clay Street St. Augustine, FL 32084 Title: Assistant Pastor
Melissa Williams	188 Sedgfield Circle Winter Park, FL 32792 Title: Minister

Article VI - Limitations

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities that are not permitted by a private foundation under applicable Florida law, or of an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Treasury Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Treasury Regulations as they now exist or as they may be amended.

CONFIDENTIAL
11/16/21

Article VII – Dedication of Assets

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, 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 the Circuit Court of the county in which the principal office of the Corporation 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 VIII – Initial Registered Agent and Street Address

The name of the resident agent of the corporation in Florida is Capitol Corporate Services, Inc. whose address is 515 EAST PARK AVENUE 2ND FL TALLAHASSEE FL 32301.

Article IX – Incorporator

The name and address of the Incorporator is:

David Shane Smith, Esq.
Whiteford, Taylor & Preston, LLP
1021 E. Cary Street, Suite 1700
Richmond, Virginia 23219

Article X – Indemnification

The Corporation shall indemnify its officer, directors, trustees, employees and agents to the maximum extent allowed by Florida law where they are made party to a proceeding because they are an officer, director, employee or agent, it being the intent that in any situation where the corporation would be required or permitted to indemnify such persons under Florida law, the corporation shall be required by these Articles of Incorporation to provide such indemnification.

Article XI – Period of Duration

The period of duration of the Corporation is perpetual.

Article XII – Bylaws

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Trustees, and thereafter may be altered or rescinded by majority vote of the Trustees at a duly called meeting of the Board of Trustees in accordance with the Bylaws.

Article XIII- Amendment to Articles of Incorporation

The Board of Trustees may amend or repeal any provision of these Articles of Incorporation by a two-thirds vote in the manner now or hereinafter authorized by law provided such amendment complies with the Bylaws.

RECEIVED
JAN 11 2011
TALLAHASSEE
FLORIDA
CLERK OF THE COURT

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 Section 817.155, F.S.

Signature of President: James W. Baker

Date: 10-6-23

REC'D 11 01 01 21
OFFICE OF THE
ATTORNEY GENERAL