

N25570

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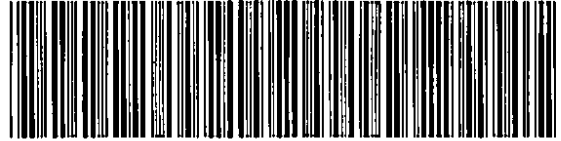
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SECRETARY OF STATE
FLORIDA

2019 APR 17 P 2 15

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APR 24 2019

T. LEMIEUX

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: JEHOVAH'S WITNESSES CONGREGATION OF SOUTH MIAMI BEACH

DOCUMENT NUMBER: N25570

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

Please return all correspondence concerning this matter to the following:

Tobias Handle

(Name of Contact Person)

JEHOVAH'S WITNESSES CONGREGATION OF SOUTH MIAMI BEACH, INC.

(Firm/ Company)

7705 ABBOTT AVE #207

(Address)

MIAMI BEACH FL 33141

(City/ State and Zip Code)

wilson.rolan@outlook.com

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

For further information concerning this matter, please call:

Wilson Roldan

at 786 553-6643

(Area Code) (Daytime Telephone Number)

(Name of Contact Person)

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

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
NOV 2 1986
MIAMI BEACH, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
JEHOVAH'S WITNESSES CONGREGATION OF SOUTH MIAMI BEACH, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, the Articles of Incorporation of JEHOVAH'S WITNESSES CONGREGATION OF SOUTH MIAMI BEACH, INC., a Florida not-for-profit corporation, are hereby amended and restated in their entirety as follows:

ARTICLE I

The name of this Corporation is JEHOVAH'S WITNESSES CONGREGATION OF SOUTH MIAMI BEACH, INC. The principal place of business and mailing address of the Corporation is 300 West 40 Street, Miami Beach, Florida, 33140.

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

The purposes for which the Corporation is formed are religious and specifically (1) to provide and maintain a proper place of worship for the benefit of Jehovah's Witnesses in and around the State of Florida and those who desire to attend such worship conducted by Jehovah's Witnesses in order to learn the truths of the faith and beliefs of Jehovah's Witnesses, which are based upon the Bible, the written word of Almighty God, Jehovah; and (2) to acquire by gift, legacy, bequest, purchase, or lease; hold and manage; and/or mortgage, sell, convey, or otherwise dispose of real estate and personal property in any lawful manner that may seem proper and best to provide and maintain such place of worship.

ARTICLE IV

The corporation shall have members. The number of members, members' qualifications, and other matters pertaining to members shall be as provided in the bylaws.

ARTICLE V

The property of this Corporation is irrevocably dedicated to religious purposes, and no part of the net earnings or assets of this Corporation shall inure to the benefit of a director, officer, or member of the Corporation or any private individual. No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. This Corporation is organized exclusively for religious purposes within the meaning of Internal Revenue Code Section 501(c)(3). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States tax code) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States tax code).

JEHOVAH'S WITNESSES CONGREGATION OF SOUTH MIAMI BEACH, INC.

RESOLUTION TO ADOPT BYLAWS

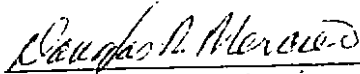
WHEREAS, a properly noticed meeting of the members of the Corporation was held on April 8, 2019, at which meeting a majority of the members were present; and


WHEREAS, the current Bylaws are not in harmony with the current needs of the Corporation; and

WHEREAS, it is in the best interest of the Corporation to bring its Bylaws into harmony with its current needs.

RESOLVED, that the current Bylaws be, and hereby are, repealed and the attached Bylaws be, and hereby are, approved and adopted.

Voting in Favor: 67 Voting Against: 0


DOUGLAS MERCIER, President
(Name)


TOBIAS HANDLE, Secretary
(Name)

BYLAWS
OF
JEHOVAH'S WITNESSES CONGREGATION OF SOUTH MIAMI BEACH, INC.
(the "Corporation")

Passed and adopted as the bylaws of the Corporation by a majority of all the members of the Corporation on this 8 day of Apr. L, 2019.

ARTICLE I—MEMBERS

1.1. **Member qualifications.** Persons eligible for Corporation membership are only those who are fully dedicated to Almighty God, Jehovah, baptized as one of Jehovah's Witnesses, are completely in harmony with the doctrines and organizational arrangements set forth by the ecclesiastical Governing Body of Jehovah's Witnesses, and report ministerial activity to the English Congregation of Jehovah's Witnesses, Miami Beach, Florida (herein "Congregation"). Anyone meeting these requirements who is of full age shall be designated a member of the Corporation; persons not meeting these requirements shall not be, nor be deemed to be, members of this Corporation. Any member who moves from or becomes inactive in the above-named Congregation or is no longer one of Jehovah's Witnesses shall be automatically removed from membership in the Corporation without the need of his resignation.

ARTICLE II—MEETINGS OF MEMBERS

2.1. **Annual meeting.** The annual meeting of the corporation's members is for the election of one or more directors. It shall be held after the conclusion of the first regular midweek meeting of the Congregation in **September** of each year or, if such day is inconvenient because of conditions over which the Congregation has no control, then at a subsequent midweek meeting to be designated by the directors. All meetings of the members shall be held at the Kingdom Hall. A director shall be elected by a majority of the votes cast at the annual meeting of members. Any director may be elected for more than one term.

2.2 **Notice of annual meeting.** The directors shall cause notice of the time and place of the annual meeting to be given to the members in one of the following ways: (1) by announcement at a regular Congregation midweek meeting at least fourteen days before the annual meeting combined with posting of the required information on the Congregation's information board for at least fourteen consecutive days or (2) by an announcement at two consecutive regular Congregation midweek meetings, with the first announcement being made at least fourteen days before the annual meeting. The notice shall specify the name of each director whose term of office is expiring.

2.3. **Special Meetings.** A special meeting of the members may be called: (1) at any regular meeting of the Congregation by a majority vote of the members present; (2) at any time by the President or the Board of Directors; or (3) at the written request of at least ten qualified members. (The written request by qualified members must specify the business to be transacted. Notice must specify the business to be transacted and shall be given by an announcement at the

ARTICLE IV—MEETINGS OF DIRECTORS

4.1. **Directors' annual meeting.** Immediately after the annual meeting of members has concluded and the members have been dismissed, the directors shall hold an annual meeting, for the purpose of electing officers. Notice of such meeting shall not be required.

4.2. **Board of Directors meetings.** In addition to the annual meeting, the directors may meet at such other times as is deemed necessary for the transaction of business. Notice of such other meetings shall be given in person or by telephone by the President. Notice of any meeting of directors may be waived by all three directors signing the minutes of such meeting or any resolution adopted thereat or by attending without protesting such lack of notice.

4.3. **Voting quorum for directors' meetings.** A majority of the directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at the time of a vote shall be the act of the directors. Any director may participate in a meeting of the directors by means of a conference telephone or similar equipment that allows those participating in the meeting to hear one another at the same time. Participation by such means constitutes presence in person at such meeting.

4.4. **Actions permitted without meetings.** Any action required or permitted to be taken by the directors may be taken without a meeting, if all directors sign a consent resolution setting forth the action so taken and file the same with the Secretary of the Corporation.

ARTICLE V—OFFICERS

5.1. **Election of officers and term of office.** The officers of the Corporation shall consist of a President, Secretary, and Treasurer and shall be elected from among the three directors. Officers shall hold office for a term of one (1) year. If an officer ceases to be a director, then he shall automatically cease to be an officer.

5.2. **Officers authorized to execute instruments.** The President and the Secretary are authorized to execute all official instruments for the Corporation by affixing the name of the Corporation and signing their names as President and Secretary, respectively.

5.3. **Officers authorized to preside over meetings.** The President shall preside over all meetings of the Corporation. Or he may designate the Secretary or the Treasurer, to preside over any meeting of the Corporation. If none of the officers is available or able to preside at a meeting of the Corporation, then the members present at any such meeting shall select an Elder from the Congregation to preside at the meeting.

5.4. **Records of meetings and valuable documents.** The Secretary shall keep a written record of all the proceedings of the meetings of the members and of the directors and shall preserve all valuable papers of the Corporation. If the Secretary is not available or able to keep a written record of a directors' meeting, then such record shall be kept by the Treasurer. If the Secretary is not available or able to keep a written record of a meeting of the members, then such record shall be kept by the Treasurer or, in his absence, any Elder of the Congregation present at such meeting and designated by the President or other person chosen to preside at such meeting.

T.H. 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: 4/08/19

Signature: 

Tobias Handle
(Typed or printed name of person signing)

Secretary
(Title of person signing)