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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PONTE VEDRA PRESBYTERIAN CHURCH, INC.**

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ARTICLES OF RESTATEMENT
OF
PONTE VEDRA PRESBYTERIAN CHURCH, INC.

1. The name of the corporation is "PONTE VEDRA PRESBYTERIAN CHURCH, INC."
2. The Articles of Incorporation of PONTE VEDRA PRESBYTERIAN CHURCH, INC. were filed on January 27, 1989.
3. The Articles of Incorporation of PONTE VEDRA PRESBYTERIAN CHURCH, INC., hereby are amended and restated as follows:

"AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PONTE VEDRA PRESBYTERIAN CHURCH, INC.

ARTICLE I.
NAME

The name of the Corporation shall be the PONTE VEDRA PRESBYTERIAN CHURCH, INC., by which name it may sue and be sued, contract and be contracted with, and employ a corporate seal. The principal office of the Corporation shall be 4510 Palm Valley Road, Ponte Vedra Beach, Florida, 32082. The mailing address of the Corporation is P. O. Box 1734, Ponte Vedra Beach, Florida, 32004-1734.

ARTICLE II.
PURPOSE

This Corporation is organized as a not-for-profit corporation established to operate exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, its regulations, or the corresponding provision of any applicable future United States Internal Revenue law or regulations (hereinafter collectively referred to as the "Code"), and in this connection, shall attract substantial support from contributions, directly or indirectly, from a representative number of persons and entities in the general public, domestic and foreign, and shall receive from any source and administer contributions in the form of cash, cash equivalents and property.

This Corporation is formed to provide religious worship and instruction to the general public, to provide services of a charitable and/or religious nature, and be instructed in the Word of God, and to perform all the functions of a church, including but not limited to, the solemnization of marriages, the performance of funeral services, and the support of missionary activities. This Corporation is irrevocably dedicated to religious, charitable, educational and non-profit purposes; and no part of the net earnings or assets of the Corporation shall be distributed to, nor inure to the benefit of, any private individual.

The Corporation is also organized to qualify as a publicly supported charity under Section 509(a)(2) of the Code; and notwithstanding any provisions of these Articles, the Corporation shall

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not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code.

**ARTICLE III.
CORPORATE POWERS**

To promote the corporate purposes set forth in Article III hereof, the Corporation is empowered:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.

(b) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

(d) Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(e) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code. Any such assets not so 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 purpose. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

**ARTICLE IV.
MEMBERS**

Membership in the Corporation shall, at all times, be limited to all of the communing members on the roll of Ponte Vedra Presbyterian Church.

**ARTICLE V,
DIRECTORS**

The number of directors of the corporation shall always be at least three (3). As described in the Bylaws of the Corporation, the Board of Directors shall be composed of the members of Session of Ponte Vedra Presbyterian Church.

The members of this Corporation may at a regular or special meeting of the members called for that purpose, by a vote of not less than two thirds, remove any director of this corporation as

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a director and elect a new director by majority vote to fill the vacancy created by the removal. The directors shall serve without compensation.

**ARTICLE VI
MANAGEMENT**

The affairs of this corporation shall be managed by the Board of Directors, the officers, agents, and employees of the corporation acting under the authority of the Board of Directors. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death.

**ARTICLE VII.
BYLAWS**

Bylaws of the Corporation may be adopted, altered, or rescinded by a majority of the Board of Directors at a regular or special meeting of the Board called for that purpose, as long as they are not inconsistent with the provisions of these Articles.

**ARTICLE VIII.
AMENDMENTS**

These Articles of Incorporation may be amended by the Board of Directors by a majority vote of the directors then in office, except that no amendment can be adopted which would cause a loss of tax exempt status under Section 501(c)(3) of the Code or would amend Article V hereof. Members shall not be entitled to vote on a proposed amendment to these Articles of Incorporation, except Article V hereof.

**ARTICLE IX.
REGISTERED OFFICE AND AGENT**

The street address and city of the registered office of the Corporation is 217 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082 and the name of its Registered Agent at such address is Randal C. Falbanks.

**ARTICLE X.
INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida Not For Profit Corporation Act."

4. The foregoing Amended and Restated Articles of Incorporation contains amendments requiring member approval. The foregoing Amended and Restated Articles of Incorporation were adopted by the members and the Board of Directors of this Corporation on June 9, 1997.

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IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Restatement this 9th day of June, 1997.

Alan B. Scott
Alan B. Scott
President

Kurt Skon
Kurt Skon
Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 9th day of June, 1997, by Alan B. Scott as President and by Kurt Skon as Secretary of Ponte Vedra Presbyterian Church, Inc., a Florida not-for-profit corporation, on behalf of the corporation

✓
_____ is/ere personally known to me
_____ produced a current _____ driver's license as
_____ identification
_____ produced _____ as identification

(NOTARY SEAL)

Randal C. Fairbanks
(Signature of Notary)
Randal C. Fairbanks
(Type Name of Notary)
CE 645501
Commission Number (if not on Seal)
My Commission Expires: 8-8-01