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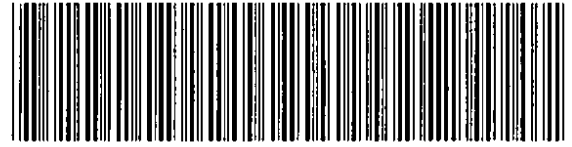
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

INSTRUCTIONS FOR RESTATED ARTICLES OF INCORPORATION

The following are instructions, a cover letter and restated articles of incorporation pursuant to Chapter 617 Florida Statutes (F.S.).

NOTE: THIS IS A BASIC FORM FOR RESTATED ARTICLES OF INCORPORATION

Original

REQUIREMENTS FOR FILING

The Division of Corporations strongly recommends that all restatements be reviewed by your legal counsel. The Division is a filing agency; it does not provide legal, accounting, or tax advice.

If changing the entity name, a preliminary search for name availability can be made on the Internet through the Division's records at www.sunbiz.org. Preliminary name searches are no longer available from the Division of Corporations. You are responsible for any name infringement that may result from your corporate name selection.

Pursuant to Chapter 617 F.S., the restated articles of incorporation **must** set forth the following:

- 1: The name of the corporation.
- 2: The text of the restated articles of incorporation.
- 3: Whether the restatement contains an amendment requiring member approval and if it does not, a statement the board of directors adopted the restatement
4. Or a statement the amendment requires member approval and the date of adoption and the statements required by 617.1006

An Effective Date: An effective date **may** be added to the Restated Articles of Incorporation, otherwise the date of receipt will be the file date. (An effective date can not be more than ninety (90) days after the date of filing).

The fees for filing a restated articles of a profit corporation are:

Filing Fee \$35.00
Certified Copy (optional) \$ 8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50).
Certificate of Status (optional) \$ 8.75

Make checks payable to: Florida Department of State

Mailing Address:

Amendment Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850) 245-6050

Street Address:

Amendment Section
Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303
(850) 245-6050

COVER LETTER

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

SUBJECT: TOWER OF PRAISE, INC., restated articles

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: STEVE LAWES

Name (Printed or typed)

100 COUNTY ROAD

Address

BIG PINE KEY, FLORIDA 33043

City, State & Zip

305-304-6321

Daytime Telephone number

STEVELAWES@GMAIL.COM

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

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

JUN 22 PM 3:53

**TOWER OF PRAISE, INC.
Restated Articles of Incorporation**

Pursuant to the provisions of Florida Not for Profit Corporation Act, Title 36, Chapter 617 of the Florida Statutes, as amended ("Act"), Tower of Praise, Inc., document number N34081 ("Corporation") hereby adopts the following Restated Articles of Incorporation,

ARTICLE 1

The name of the Corporation is Tower of Praise, Inc. The Corporation was incorporated on September 5, 1989, pursuant to the Act. The Corporation hereby adopts the Restated Articles of Incorporation and all previous amendments thereto are hereby deleted in their entirety and Restated as set forth in Exhibit A.

ARTICLE 2

The Restated Articles of Incorporation amend the original September 5, 1989 Articles of Incorporation and any amendments thereto by: expanding the purposes and limitations of the Corporation; confirming the autonomous nature of the Corporation; clarifying the powers and restrictions of the Corporation; adding IRS compliance language; enhancing a provision regarding dissolution of the Corporation; clarifying the membership of the Corporation; updating information regarding the member of the Board of Directors of the Corporation; adding provisions allowing for limited liability and indemnification of members of the Board of Directors, and revising the statements of Amendment.

ARTICLE 3

Each new amendment to the Restated Articles of Incorporation has been made in accordance with the provisions of the Act. The Restated Articles of Incorporation has been approved in the manner required by the Act and by the governing documents of the Corporation. Specifically, the Restated Articles of Incorporation and each such amendment made by the Restated Articles of Incorporation was adopted on MAY 15, 2023, by unanimous written consent of the Board of Directors.

ARTICLE 4

The previous Articles of Incorporation and all amendments thereto are hereby superseded and replaced by the attached Articles of Incorporation (Exhibit A) which accurately states the text of the Articles of Incorporation being restated and each amendment to the Articles of Incorporation that is in effect, as further amended by the restated Articles of Incorporation. The Attached restated Articles of Incorporation does not contain any other change in the Articles of Incorporation being restated except for the information permitted to be omitted by the Act, if any, and other applicable provisions of the Act.

This document becomes effective when the document is filed with the Florida Secretary of State.

The undersigned affirms that the person designated as registered agent in the Restated Articles of Incorporation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

IN WITNESS WHEREOF, the undersigned Corporation has caused this Restated Articles of Incorporation to be signed by a duly authorized officer thereof this 15 day of MAY, 2023.

I submit this document and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony provided for in s. 817.155, F.S.

Tower of Praise, Inc.

By: 

Name: STEVE LAWES

Title: PRESIDENT

2023 MAY 15 PM 3:53

EXHIBIT A

TOWER OF PRAISE, INC. Restated Articles of Incorporation

Tower of Praise, Inc., ("Corporation") hereby adopts the following Restated Articles of Incorporation for such Corporation pursuant to the provisions of Florida Not For Profit Corporation Act, Title 36, Chapter 617 of the Florida Statutes, as amended ("Act"). The Restated Articles of Incorporation supersede the existing Articles of Incorporation on file with the Florida Secretary of State.

ARTICLE 1 NAME

The filing entity is a Corporation, a religious nonprofit corporation, organized under the laws of Florida. The name of the Corporation is Tower of Praise, Inc.

ARTICLE 2 NONPROFIT CORPORATION

The Corporation is a religious nonprofit corporation organized under the Act and shall have all of the 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 of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws ("Internal Revenue Code of 1986").

ARTICLE 3 AUTONOMY

As a religious nonprofit corporation, the Corporation is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches, ministries, and organizations, this Corporation may voluntarily affiliate with any churches, ministries, and organizations of like precious faith.

ARTICLE 4 DURATION

The period of the Corporation's duration is perpetual, notwithstanding subsequent action by the Board of Trustees.

ARTICLE 5 PURPOSES

The Corporation is formed for any lawful purpose or purposes not expressly prohibited under Title 36, Chapter 617 of the Act, including any purpose described by Title 36, Chapter 617, Section 617.031 of the Act. The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. 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 promote the Christian religion by an appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a corporation, ministry, charity, school, or eleemosynary institution without limitation;

(b) For the advancement of religion, charity, education, and any other related or corresponding purposes by the distribution of its funds for such purposes;

(c) For the advancement of the Christian gospel that Jesus who is God commanded us to proclaim by means of radio and other electronic media, by conducting seminars, meetings, and distribution of literature of all kinds, including, but not limited to, newspapers, magazines, tracts, brochures, and other printed materials. To do any all things permissible by the State of Florida under the Not for Profit Corporation Act;

(d) To operate exclusively in any other manner for such religious charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundation;

(e) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida.

ARTICLE 6 POWERS AND RESTRICTIONS

Except as otherwise provided in this Restated Articles of Incorporation and the Bylaws, and in order to carry out the above-stated purposes, the Corporation shall have all those powers set forth 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. The powers of the Corporation to promote the purposes set out are limited and restricted in the following manner:

(a) The Corporation shall not pay dividends and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its organizers, officers, or other private persons, 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 Bylaws. 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. Notwithstanding any other provisions of these Bylaws, the 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 Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws;

(b) In the event this Corporation is in any one (1) year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, 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 of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws;

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable, or educational purposes.

ARTICLE 7 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 any organization designated by the Board of Directors of the Corporation which is of similar mission, order, and exemption from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future tax law of the United States).

ARTICLE 8 MEMBERSHIP

The Corporation shall have no corporate members pursuant to the Act. The Corporation and the management of its affairs shall be vested in the Board of Directors. The Corporation may offer non-corporate "membership," granting the right of affiliation with the Corporation without conveying any corporate rights or responsibilities. The Board of Directors may adopt and amend application procedures for non-corporate membership in the Corporation. Non-corporate members are not entitled to vote in person, by proxy, or otherwise.

ARTICLE 9 REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 27229 Overseas Highway, Summerland Key, Florida 33042. The name of the registered agent at this office is Mitchell J. Cook.

ARTICLE 10 BOARD OF DIRECTORS

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors ("Board of Directors") of the Corporation. The qualifications, manner of selection, 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 initial Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased pursuant to the Bylaws. The number of Directors may not be decreased to less than three (3). Directors need not be residents of Florida. The Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
Steve Lowes.	701 Spanish Main Drive Cudjoe Key, Florida 33042
Barry Travis	12132 189 th Court North Jupiter, Florida 33478
Francis Senecke	165 Havelka Lane Big Pine Key, Florida 33043

**ARTICLE 11
INDEMNIFICATION**

Except as may be defined and limited by the Code and Bylaws, the Corporation may, but is not required to, indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation. The Corporation may provide a trust fund, insurance, or other arrangement to effectuate this Article 11.

**ARTICLE 12
LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

**ARTICLE 13
CONSTRUCTION**

All references in these Restated Articles of Incorporation to laws, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**ARTICLE 14
AMENDMENT**

These Articles of Incorporation may be amended upon the unanimous written consent of the Board of Directors or by a vote of two-thirds (2/3) of the members of the Board of Directors, as provided in the Bylaws, unless otherwise prescribed pursuant to applicable mandatory provision of the Act.

CERTIFICATE OF AUTHORIZED OFFICER

These Restated Articles of Incorporation, as set forth above, were approved and adopted unanimously by the Board of Directors of the Corporation on the 15 day of MAY, 2023.

IN WITNESS HEREOF, the below named authorized corporate officer of the Corporation executes these Restated Articles of Incorporation on this 15 day of MAY, 2023.

By: 

Name: STEVE LAWES

Title: PRESIDENT