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SECRETARY OF STATE  
TALLAHASSEE, FL

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**SAMOUCE, MURRELL & GAL, P.A.**

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800 Laurel Oak Drive, Suite 300  
Naples, Florida 34108

Robert C. Samouce  
Robert E. Murrell  
Alfred F. Gal, Jr.

Telephone (239) 596-9522  
Facsimile (239) 596-9523

January 15, 2004

**VIA UPS OVERNIGHT MAIL**

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

**Re: Amended and Restated Articles of Incorporation for  
Parkway Church of Christ, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the above referenced document to be filed with your office. Please return a certified copy to our office at your earliest convenience. Also enclosed is a check in the amount of \$43.75 for filing fees.

Thank you for your assistance.

Sincerely,  
SAMOUCE, MURRELL & GAL, P.A.

A handwritten signature in cursive script that reads "Teresa Murrell".

Teresa Murrell  
Secretary to Robert E. Murrell

Enclosures

**NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.  
FOR PRESENT TEXT SEE EXISTING ARTICLES OF INCORPORATION.**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PARKWAY CHURCH OF CHRIST, INC.**

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Parkway Church of Christ, Inc., a Florida corporation not for profit, which was originally incorporated under the same name on October 22, 1990 are hereby amended, and restated in their entirety as amended. All amendments included herein have been adopted pursuant to Section 617.0201(4), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.0201(4) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Parkway Church of Christ, Inc., shall henceforth be as follows:

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Corporation," is Parkway Church of Christ, Inc., and its address is 3001 Santa Barbara Boulevard, Naples, FL 34116.

**ARTICLE II**

**PURPOSE AND POWERS:**

Said Corporation is organized exclusively for charitable, religious, education, literary and scientific purposes within the meaning of Section 504(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Revenue Law.

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 Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

**ARTICLE III**

**ARTICLES OF INCORPORATION**

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## **MEMBERSHIP:**

The members of the Corporation shall be those members whose names are listed on the Roll of Members of the Corporation. To be added to the Roll of Members, a person must request that they be added to the Roll of Members, and must be a person who has followed God's plan of salvations which includes: 1) Hearing God's word; 2) Believing in Jesus and that He is the Son of God - John 3:16; Hebrews 11:6; 3) Repenting of their sins - Acts 17:30; 2 Peter 3:9; 4) Confessing Jesus's name before men - Romans 10:9-10; Matthew 10:32-33; 5) Being immersed in water for the remission of their sins - Mark 16:16; Acts 22:16; Romans 6:4; 6) Living a faithful life as determined by the New Testament Scriptures. Furthermore, membership shall be restricted to those who:

- (a) Believe that the Bible is the Word of God and the sole authority in determining matters of personal conduct and religious practice.
- (b) Oppose all human innovations in faith and practice not authorized in the Word of God, including the use of instrumental music in worship.
- (c) Believe in the full autonomy of the local congregation.
- (d) Are willing to submit their moral and spiritual conduct to the oversight of the Elders of the church.
- (e) Subscribe to the faith, belief, doctrines, and practices common to churches of Christ.
- (f) Subscribe to and live in accordance with the moral and ethical principles and teachings found in the New Testament of the Bible.

Membership may be withdrawn or restored in accordance with the tenents of the New Testament and the common practices of the churches of Christ following the principles set forth in Matthew 18:16-17.

## **ARTICLE IV**

**TERM:** The term of the Corporation shall be perpetual.

## **ARTICLE V**

**BYLAWS:** The Bylaws of the Corporation may be altered, amended, or rescinded in the manner provided therein.

## **ARTICLE VI**

### **DIRECTORS AND OFFICERS:**

(A) The affairs of the Corporation shall be administered by a Board of Directors, who shall be the Elders of the Parkway church of Christ, consisting of not less than three (3) Elders.

(B) Elders of the Parkway church of Christ shall be men, having those qualifications set forth in the New Testament of the Bible, and shall be selected and appointed by the Parkway church of Christ, or corporation, in accordance with the tenents of the New Testament, and the common practices of the churches of Christ.

## **ARTICLES OF INCORPORATION**

Elders serve with the approval and consent of the members of the Parkway church of Christ, or corporation, and shall have sole and particular charge of its religious and spiritual affairs. Elders may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Corporation shall be conducted by the Elders. The Elders may establish officers who shall be elected each year by the Elders at their first meeting after the annual meeting of the members of the Corporation, and they shall serve at the pleasure of the Elders.

(D) The church or Corporation may function without Elders during periods of time when qualified men are not available or willing to serve.

(E) (1) In the absence of duly qualified and appointed Elders, the Board of Directors shall consist of five (5) men, who are all members of the church or Corporation, who will be selected by the members of the Corporation at an annual meeting to be held during the first quarter of the year at a date, time and place designated by the Board. Directors so selected shall hold office for one (1) year or until their successor is duly elected, qualified, appointed or installed. Vacancies on this Board of Directors may be filled by the remaining Board Members, though less than a quorum. The person so selected shall complete the remainder of the unfinished term. Vacancies so occurring shall be filled within thirty (30) days of the vacancy occurring.

(2) In the event that the church, at any time ceases to have a plurality of Elders (2 or more) serving the church, a special meeting of the members shall be called within thirty (30) days to select a Board of Directors.

(3) If the members of the church select or appoint Elders, then those Elders, immediately upon their election or appointment, become the Board of Directors of the Corporation.

## ARTICLE VII

**AMENDMENTS:** Amendments to these Articles shall be proposed and adopted in the following manner:

(A) Procedure. These Articles may be altered, amended or repealed and new Articles may be adopted by a vote of the Board of Directors present at any regular or special meeting of the Board of Directors, provided that at least two (2) days written notice is given to the Board Members of the intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

(B) Vote Required. Except as otherwise required by law, a proposed amendment to these Articles shall be adopted if it is approved by at least a majority of the Board of Directors, at any annual or special meeting, or by approval in writing of a majority of the members of the Board without a meeting, provided that notice of any proposed amendment has been given to the members of the Board of Directors of the Corporation, and that the notice contains a fair statement of the proposed amendment.

(C) Effective Date. An amendment shall become effective upon passing and proper filing with the Secretary of State.

## ARTICLES OF INCORPORATION

**CERTIFICATE**

The undersigned, being the duly elected and acting President of Parkway Church of Christ, Inc., hereby certifies that the attached amendment was approved by at least a majority of the voting interests of the Association who were present and voting, in person or by proxy, at a meeting held on December 10, 2003 after due notice, in accordance with the requirements of Section 617.1002, Fla. Stat. for their amendment, and that said vote was sufficient for their amendment.

Executed this 14<sup>th</sup> day of January, 2004.

**PARKWAY CHURCH OF CHRIST, INC.**

By:

Steve Kissell

Steve Kissell, President  
5047 3rd Avenue North  
Naples, FL 34113

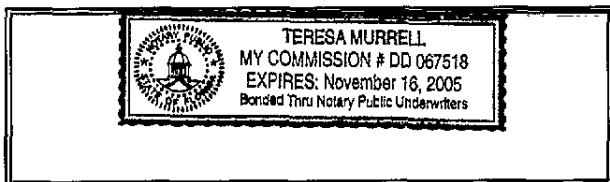
Attest:

Tim Osborne  
Tim Osborne, Secretary

(SEAL)

**STATE OF FLORIDA  
COUNTY OF COLLIER**

Subscribed to before me this 14<sup>th</sup> day of January, 2004 by Steve Kissell, President, and Tim Osborne, Secretary, of Parkway Church of Christ, Inc., a Florida corporation not for profit, on behalf of the corporation. They are personally known to me.



Teresa Murrell  
Signature of Notary Public

(Print, Type or Stamp Commissioned Name of Notary Public) (Affix Notarial Seal)