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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMEND  
KRG  
5/27



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

RE: Amendment to Articles of Incorporation, Immanuel Fellowship, Document  
#N93000005108

To Whom It May Concern:

On May 14, 2004 the Elders of Immanuel Fellowship voted unanimously to amend articles three (3) through ten (10) of our Articles of Incorporation. I have attached a copy of the new articles. Please file them as necessary and send me one (1) certified copy of these amendments.

Thank you for your prompt attention to this matter.

If you need any other information, please do not hesitate to contact me.

Sincerely,

A handwritten signature in black ink that reads "William P. McKelvey". The signature is written in a cursive style with a large, sweeping flourish at the end.

William P. McKelvey  
Senior Pastor

**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**

Immanuel Fellowship Inc.  
(present name)

N93000005108  
(Document Number of Corporation (if known))

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

ALL ATTACHED - ARTICLES 3-10

**SECOND:** The date of adoption of the amendment(s) was: 14 May 2004

**THIRD:** Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

W. P. McKelvey

Signature of Chairman, Vice Chairman, President or other officer

William P. McKelvey

Typed or printed name

President / Senior Pastor  
Title

5-15-04  
Date

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**Articles of Amendment to the  
Articles of Incorporation  
Of  
Immanuel Fellowship, Inc.**

**ARTICLE III**

The purposes for which the corporation is organized:

The Church 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 or a related section of a successor statute (hereinafter "Code").

More particularly it shall provide regular opportunities for worshipping God, for corporate prayer and intercession, for fellowship, for teaching, and generally to minister to spiritual and physical needs of members of the body of Jesus Christ. The Church shall minister to the spiritual and physical needs of those outside the body of Christ as the Spirit of God leads, in particular, freely preaching the Gospel of Jesus Christ and establishing and discipling new believers in the grace of God. The Church is also organized to encourage and serve other gatherings or organizations within the Body of Christ and expressions of the local church.

To carry out these stated purposes, the Church may do any and all biblically informed and/or motivated acts that may be necessary or useful for the furtherance of said purposes including, but not limited to:

3.1 Preaching the Gospel and fulfilling the Great Commission given by Jesus Christ. Being a growing community of loving, maturing disciples who demonstrate a quality of life that the Holy Spirit can use to provoke both the unregenerate and the rebellious, showing them of their desperate need to be reconciled to God and conformed to the image of the Son, Christ Jesus the Lord.

3.2 Assembling regularly together the family of believers for fellowship with one another in large public congregations and in small groups in houses and other places, to worship God in Spirit and in truth, and to cooperate in the building up of the whole Body of Christ in Okaloosa and Walton counties and regions beyond.

3.3 Providing New Testament discipleship to the followers of Christ. Bringing pleasure to our heavenly Father by our heartfelt obedient actions within the church while influencing the world with the Gospel through its daily application, declaration and demonstration at every level and function of society - as God leads and allows.

3.4 Performing the Sacraments and other joyful duties/responsibilities of the Church which include but are not limited to: the baptism of believers in water, the celebration of the Lord's Supper, the anointing of the sick with oil, the conducting of weddings and funerals, the dedication of infants, and the equipping and releasing of men and women

to the mission of the Church.

3.5 Ordaining men into the vocational and bi-vocational ministry as elders or deacons.

3.6 Planting or assisting in the planting, adopting and/or the maintenance of other churches, and/or institutions, either foreign or domestic. Sending forth and maintaining elders, deacons or others for the planting, adoption, and/or maintenance of said churches and/or institutions. Such churches and/or institutions shall be of a religious, charitable or educational purpose as described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). They shall include but are not limited to: Churches; Chapels; military, trade or campus ministries; Bible schools; Bible colleges; Christian schools and/or home school associations; prison ministries; hospitals and/or clinics; and homes and/or places or conveyances for the proclamation and application of the Word and the distribution of food, clothing, miscellaneous necessities, and/or shelter for the aged, widows, unwed mothers, orphans, substance abusers, or any other persons in need of the necessary provisions of physical and spiritual life.

3.7 Declaring the Gospel of the Lord Jesus Christ. Preaching, expounding, and/or applying the teachings of Scripture, and the biblical thoughts and teachings of those who have encouraged the saints in their pursuit of God both recently and in the history of the Church, not only by conventional modes, but also by all biblical means which will accomplish such declaration, exposition, application, communication, and extension. This may include, but not be limited to media of communication developed by ancient or modern technology such as: public and private preaching, teaching and counsel; the Internet; radio and television broadcasting; satellite communication and telecommunication; the printing or reproduction and publication of music, books, tapes, digital media and other materials; the organization and conducting of seminars, study groups, workshops, meetings and conventions; and the establishment and operation of a school or schools. Receiving offerings for such purposes, provided, however that none of the foregoing shall be done for private profit; and to grant aid and pay reasonable compensation to persons, firms and corporations for services actually rendered for such purposes.

3.8 Developing and implementing Scriptural methodologies, strategies and ministries that strengthen children, singles, and biblically defined family units in such a manner as to promote work, home and social environments that are permissible, healthy and fruitful by biblical standards.

3.9 Acting with charitable concern for, and assisting people in need of any help which the Church is in a position financially or morally to give, regardless of race, social position, or religious affiliation by developing and implementing ministries and/or programs for persons who are poor, widowed, orphaned, afflicted, imprisoned, underprivileged, aged, or overcome by adverse circumstances, both within and without this Church as the Lord leads and under the direction of the Board of Directors/Elders of this corporation.

3.10 Praying for the needs of all people, including but not limited to: individuals, families, institutions, local and national leaders, local, state and national governments, and for those that are in spiritual authority.

3.11 Conducting any and all activities of a religious, charitable or educational purpose deemed advisable by the Board of Directors/Elders of this corporation.

Further, the Church may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors/Elders may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable, or educational purposes.

#### **ARTICLE IV**

The Corporation is empowered:

To purchase, lease, rent, acquire, own, construct, maintain and operate, make improvements, hold properties in trust (subject to Florida Statutes Section 617.21), use, sell, convey, mortgage or otherwise dispose of any real estate or chattels as may be necessary for the above purposes.

To receive tithes, offerings, gifts, bequests and other income and to solicit funds and raise money to fulfill the above-stated purposes. Gifts that are designated for special purposes that are consistent with the purposes of the Church will be expended for the specific purpose indicated, subject to the discretion of the Board of Directors/Elders.

To borrow money, issue bonds, debentures, notes or other obligations, secure monies so borrowed or in payment for property, or for any of the purposes stated above.

Notwithstanding any other provision of these Articles, this Corporation will not carry on any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

To provide for the establishment of affiliated churches or institutions or other ministries outlined in section 3.6, which may at first be managed and funded by this corporation as directed by its Board of Directors/Elders. Such established churches, institutions or other ministries may then be organized and operated for one or more of the exempt purposes described in Section 501(c)(3) of the Internal Revenue Code, these Articles of Incorporation and Bylaws. At such time as the Board of Directors/Elders deems advisable, an affiliate church, institution, or ministry established under this article shall file its own Articles of Incorporation, if applicable, with the Secretary of the State or other designated official. The operation of such affiliated church, institution, or ministry shall at the time of filing of its Articles of Incorporation be vested exclusively in its Board of Directors, and it shall have its inherent rights of sovereignty and organizational independence. However, to see the purposes of this corporation and that of our Lord fully and totally fulfilled, affiliated churches, institutions, or ministries shall retain spiritual affiliation and voluntary cooperative networking together with one another through the relationship of the Directors and/or Elders of each.

To carry out activities described in Article III of these articles.

To exercise the corporate powers as set forth in Florida Statutes Section 617.0302 and any subsequent amendments thereto.

The properties of this Church are irrevocably dedicated to charitable, educational, and religious purposes, and no part of the net earnings of the Church shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Church and to make payments and distributions in furtherance of the purposes set forth in these Articles.

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

Notwithstanding any other provision of these articles, the Church shall 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 or by a corporation contributions to which are deductible under section 170 of the Code.

Upon dissolution of the Church, the Board of Directors/Elders shall, after paying or making provision for payment of all the liabilities of the Church, dispose of all of the assets of the Church exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable or religious purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors/Elders shall determine.

#### **ARTICLE V**

For corporate governance purposes the Church shall have no formal members.

However, for ecclesiastical purposes the membership shall consist of those individuals who are following Jesus Christ as their Lord and Savior and meet other requirements as set by the Board of Directors/Elders. This membership shall consist of all persons who shall meet, at a minimum, the following qualifications for membership and who shall be admitted in the following manner:

5.1 To qualify for membership in the Church, a prospective member must accept, believe in, and rely on Jesus Christ for personal salvation; must demonstrate the fruits of repentance from sin and submission to the Lordship of Jesus Christ, must believe that the Holy Bible is the Word of God; must confess faith in Jesus Christ as Lord and Savior; must commit to participate actively in the fellowship of the Church; and must recognize the biblical authority of the Board of Directors/Elders and the discipline of the Church.

5.2 The Board of Directors/Elders shall determine whether any applicant for membership meets the foregoing minimum qualifications; and if so, the applicant shall be admitted to membership in this Church, providing there are no additional requirements set forth by the Board of Directors/Elders.

Believing in the autonomy of the local church with full freedom of deliberation, decision and deportment under God and free from unbiblical domination from an outside individual religious or spiritual organization or institution, this Church is to be completely autonomous and self-governing with respect to religious, spiritual and temporal matters as set forth in these Articles and Bylaws, and will not formally and/or contractually affiliate with any organization, institution, or entity which seeks to exercise unbiblical control over this church.

#### **ARTICLE VI**

A Board of Directors/Elders shall direct the affairs of the Corporation. This Board shall consist of not less than three (3) persons, one of which shall be chosen by the Board as the President of the Board of Directors/Elders and the Senior Pastor of the Church, a leader among equals. The number of Directors may be increased in accordance with the needs of the Corporation as

determined from time to time by the Directors/Elders. The Directors/Elders should possess the qualifications of leadership as set forth in 1 Timothy 3:1-7, Titus 1:5-9 and other relevant teachings of the New Testament and shall have heartfelt agreement with and submission to the Statement of Faith and other doctrinal beliefs and practices as set forth in the Bylaws. Once appointed, Directors/Elders shall serve until they resign or are removed as set forth hereinafter.

The Directors/Elders shall make every effort to act with unanimity with fasting, prayer, study, humility, and outside biblical and/or temporal counsel when deemed necessary by the Board of Directors/Elders.

If the Board of Directors/Elders, after due examination, shall determine that a Director/Elder no longer fulfills the requirements of a Director/Elder, he shall be removed from his position by a simple majority vote.

The manner in which the Directors/Elders of the Church shall be elected or appointed shall be provided in the Bylaws of the Church. The Board of Directors shall be known as the Board of Elders.

#### **ARTICLE VII**

This Corporation, as an expression of the Body of Jesus Christ, shall accept as its governing bylaws:

8.1 The Bible, pertinent to membership, faith and practice, sacraments, counsel, fellowship, conduct of meetings, qualifications of responsible individuals and their continuance as such, ordination, discipline, finances, and the extension of this work. The Board of Elders will interpret the specific applications of these truths.

8.2 The Bylaws as expression and clarification and application of specific parts of the above. While not intending to cover the full scope of interpretation and/or application of the above in every instance, the Bylaws will serve as the governing document in those matters that it specifically addresses, touches, or is implied in its text. Further, the Bylaws, where not in conflict with these Articles, will also serve to govern the temporal affairs of the Church as touching specific methods and procedures as well as, secular laws, statues, and decrees.

#### **ARTICLE VIII**

Rules with respect to membership in the corporation shall be determined by resolution of the Board of Directors/Elders.

#### **ARTICLE IX**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation



shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax Under Section 501(c)(3) of the Internal Revenue Code of 1986; or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

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 1986.

#### **ARTICLE X**

To the fullest extent permitted by law, as now in effect or as may hereafter be amended, no elder, officer or other person who renders service to or for the Church, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such elder or officer, or, in the case of other persons, for damages resulting from an act or omission in rendering such services, unless the act or omission involved willful or wanton, conduct; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to corporations described in Section 501(c)(3) of the Code.