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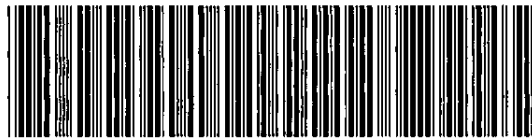
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Amended And  
Restates Act

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DIVISION OF CORPORATIONS  
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**JAMES A. BARKS**  
ATTORNEY AT LAW  
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SANFORD, FLORIDA 32771

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May 28, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Seminole Community Church, Inc.

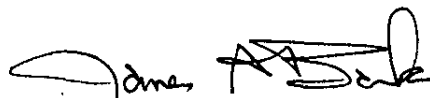
Dear Sir/Madam:

Enclosed please find my trust account check payable to your order in the amount of \$35.00, Amended and Restated Articles of Incorporation of Seminole Community Church, Inc., and copy of same.

Please file the enclosed Amendment and return a certified copy of same to me in the enclosed self addressed stamped envelope.

Thank you for your assistance.

Very truly yours,

  
James A. Barks

JAB/kso

Enclosures

FILED  
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DIVISION OF CORPORATIONS  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SEMINOLE COMMUNITY CHURCH, INC.  
*A Florida NonProfit Corporation***

**ARTICLE ONE: NAME**

The name of this corporation is Seminole Community Church, Inc.

**ARTICLE TWO: CORPORATE NATURE**

This is a nonprofit corporation organized for religious purposes as a church, pursuant to the Florida Not For Profit Act (Florida Statutes Chapter 617).

**ARTICLE THREE: PURPOSES**

The purpose of this church is to glorify God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20).

**Section 1** - To Celebrate God's presence by worship. "To participate in public worship services together and to maintain personal daily devotions." (John 4:24)

**Section 2** - To Communicate God's message by evangelism and outreach. "To share the good news of Jesus Christ with as many people as possible in our community and throughout the world." (Matthew 28:18-20, Acts 1:8, II Peter 3:9)

**Section 3** - To Educate God's people. "To help members develop toward full Christian maturity and train them for effective ministry. To promote personal spiritual growth and discipleship through Bible teaching." (Ephesians 4:11-13, Matthew 18:20, II Timothy 2:2)

**Section 4** - To Demonstrate God's love through ministry and service. "To serve unselfishly, in Jesus' name, meeting the physical, emotional and spiritual needs of those in our church, community and in the world." (I Peter 4:10-11, Matthew 25:34-40, I Thessalonians 5:11, Galatians 5:13)

The church seeks to benefit the people of the Seminole Community Church area by providing opportunities for spiritual, physical, intellectual, social and cultural development (Luke 2:52)

#### **ARTICLE FOUR: STATEMENT OF FAITH**

The Church affirms the Holy Bible as the inspired Word of God, and as the only basis of our beliefs. This church accepts "the Baptist faith and message," a 1963 affirmation of basic Christian beliefs, as a general statement of our faith.

#### **ARTICLE FIVE: AFFILIATION**

This Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing the benefits of cooperation with other churches in world missions, this Church voluntarily affiliates with the Southern Baptist Convention is its national, state and local expressions.

**ARTICLE SIX: TERM** This corporation shall have a perpetual existence.

#### **ARTICLE SEVEN: MEMBERSHIP**

**Section 1** - Membership in this Church shall consist of all persons who have met the requirements for membership approved by the congregation and are listed on the membership roll.

**Section 2** - Qualifications for Membership:

- (A) A personal commitment of faith in Jesus Christ for salvation.
- (B) Baptism by immersion as a testimony of salvation.
- (C) Completion of Church's membership class and its requirements.
- (D) Basic agreement with the Church's statement of faith.

**Section 3** - Designation of Membership:

In an effort to properly reflect the membership of the Church, two rolls (Active and Inactive) shall be maintained. These rolls shall be updated periodically.

(A) Active members are all members who reside within the Church's ministry area and are currently active in the Church by (1) participating in a community group, (2) serving on a strategic service team, or (3) attending worship services regularly.

(B) Inactive members are those members who no longer (1) participate in a community group, (2) serve on a strategic service team, or (3) attend worship services regularly.

#### **Section 4 - Responsibilities of Membership:**

The responsibilities of membership are described in the Membership Covenant taught in the Membership Matters class.

#### **Section 5 - Voting Rights and Limitations of Members:**

Every active member shall have the right to vote on the following matters:

- (A) The annual budget of the Church.
- (B) The affirmation of Elders.
- (C) The disposition of all or substantially all of the assets of the Church.
- (D) The merger or dissolution of the Church.
- (E) The acquisition or sale of real property.
- (F) The indebtedness of the church in excess of \$200,000.
- (G) Amendments to the Articles of Incorporation or the By-Laws of the Church.
- (H) The calling of a senior pastor.

Each active member who is eighteen years of age or older is entitled to one (1) vote. Voting by proxy is prohibited. A two-thirds vote of the active members present will be required to amend the Articles of Incorporation or the By-Laws. A three-fourths vote of active members present will be required to over-ride the removal of a senior pastor. A two-thirds vote of the active members present on all other matters will be required.

#### **Section 6 - Termination of Membership:**

Members shall be removed from the Church roll for the following reasons:

- (A) Death
- (B) Transfer of membership to another church.
- (C) By personal request of the member.
- (D) Inactive members who have been on the Inactive Roll for a period of two years or more.
- (E) Dismissal by the congregation according the following conditions:

(1) Member's life and conduct is not in accordance with the statement of faith in such a way that the member hinders the ministry influence of the Church in the community.

(2) Procedures for dismissal of the member shall be in accordance with Matthew 18:15-17.

## **Section 7 - Restoration of Members:**

Members dismissed by the Church shall be restored by the vote of the Church according to the spirit of II Corinthians 2:7-8.

## **ARTICLE EIGHT: OFFICERS**

The officers of the Church shall be: Senior Pastor, Treasurer, Secretary and members of the Board of Elders. The number of Elders on the Board will be at least five and not more than seven. New Elders will be affirmed at the annual meeting or a special meeting and will serve for a period of three years, though they may succeed themselves. Each officer (except for the non-member voting Elder) shall be an active member of the Church.

**Section 1 – Senior Pastor.** The Senior Pastor shall be the President of the Corporation and the spiritual leader of the church, the chairman of the Church Officers and the Board of Elders.

**Section 2 – Secretary.** The Church shall affirm annually a Secretary appointed by the Board of Elders as its clerical officer.

**Section 3 - Treasurer.** The Church shall affirm annually a Treasurer appointed by the Board of Elders as its financial officer.

**Section 4 – Elders.** It shall be the duty of the Board of Elders to act as legal representatives of the Church and to take such actions and execute documents necessary to accomplish the purposes of any matter authorized by the members which concerns any real or personal property of the Church. Any three Elders plus the Senior Pastor may sign such documents for the Church on behalf of the corporation.

**Section 5 - Other Officers.** Other officers may be appointed as deemed necessary By the Board of Elders.

## **ARTICLE NINE: EXEMPT CORPORATION**

The purpose for which this corporation is formed is to operate a church (affiliated with the Southern Baptist Convention) and the purposes are religious as will qualify it for an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as exempt tax organizations under the Code.

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## **ARTICLE TEN: APPROPRIATION OF DIVIDENDS OR PROFITS UPON DISSOLUTION**

No person, firm, or corporation shall ever receive any dividends or profits from the undertakings of this corporation and upon the dissolution of this organization, all its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government, or for a public purpose. None of the assets will be distributed to any member, officer, or trustee of this corporation.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, Elders, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

## **ARTICLE ELEVEN: LOCATION OF REGISTERED OFFICE AND NAME OF REGISTERED AGENT**

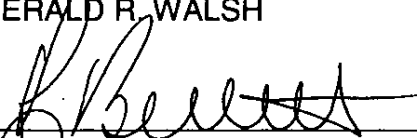
The street address of the registered office of the corporation is 5070 Orange Blvd., Sanford, Florida 32771. The name of the registered agent at such address is Ronald J. Burkett.

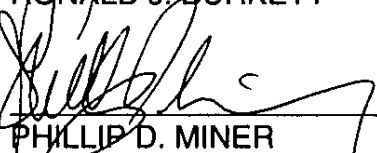
## ARTICLE TWELVE: BOARD OF ELDERS


The names and addresses of the current Board of Elders of this corporation are as follows:

GERALD R. WALSH	23251 Oak Prairie Circle	Sorrento, FL 32776
RONALD J. BURKETT	260 Meadow Beauty Ter.	Sanford, FL 32771
PHILLIP D. MINER	790 Summer Palm Court	Sanford, FL 32771
PATRICK DONALDSON	209 Dogwood Drive	Sanford, FL 32771

 3/5/09  
\_\_\_\_\_  
GERALD R. WALSH Date

 3/5/09  
\_\_\_\_\_  
RONALD J. BURKETT Date

 3/5/09  
\_\_\_\_\_  
PHILLIP D. MINER Date

 3/5/9  
\_\_\_\_\_  
PATRICK DONALDSON Date