

N95000004675

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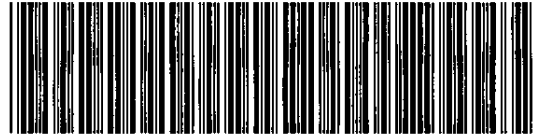
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7/23/14

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Love Center Regeneration Ministries, Inc.

DOCUMENT NUMBER: N95000004675

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jerome Rhyant

(Name of Contact Person)

The Love Center Regeneration Ministries, Inc.

(Firm/ Company)

907 N 13th St

(Address)

Ft Pierce, FL 34950

(City/ State and Zip Code)

jrhyant@tlcr.net

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

For further information concerning this matter, please call:

Jerome Rhyant

(Name of Contact Person)

at ( 772 ) 370- 1995

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is  
Enclosed)

Mailing Address

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

Street Address

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

The Love Center Regeneration Ministries, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N9500000467595

(Document Number of Corporation (if known))

FILED  
2014 JUL -7 AM 11:46  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The Love Center Regeneration Ministries and Fellowship, Inc.

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

n/a

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

n/a

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: n/a

(Florida street address)

New Registered Office Address:

n/a

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Dr. Richard Allen, MD</u>	<u>281 Marina Dr</u> <u>Ft Pierce FL 34949</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Ken Dixon</u>	<u>PO Box 1746</u> <u>Ft Pierce FL 34954</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Jim Beckley</u>	<u>108800 ORANGE AVE</u> <u>Ft pierce FL 34954</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Sharon Thompson</u>	<u>112 N las Olas Dr</u> <u>Jensen Beach FL 34957</u>
5) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>S</u>	<u>Terry Redden</u>	<u>PO Box 2384</u> <u>Ft Pierce FL 34954</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Walter Barron</u>	<u>PO Box 2384</u> <u>Ft Pierce FL 34954</u> <u>SEE ATTACMENT 1</u>

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

**Amend Article 111- Purpos-e** The purpose for which the corporation is organized is:

exclusively for charitable, religious, educational, scientific, literary, testing for public safety, fostering national or international amateur sports competition, and preventing cruelty to children or animals of section 501 c 3 of the Internal Revenue code, or corresponding section of any future federal tax code.

ADD-ARTICLE- 111-A- Dissolution- shall be in accordance with Section 501 c 3 of the Internal Code, or corresponding section of any future federal tax code, or Revenue shall be distributed to the Federal government or to a state (FL) or local or local government for public purpose.

**Amend- ARTICLE- IV The Manner of Election of Board of Directors**

1. A Minimum of three and maximum of seven members shall constitute the board.

2. The members of the board shall have the right to elect individuals to various board positions and voting privileges on nominations, board and organizational policies and procedures.

3. Indemnification- No board member shall be personally liable for any legal and/or civil matters pertaining to the Corporation. 4. A quorum of three members must be present either in person or via phone, electronic devices or computer for official decisions to be made.

5. Terms and term limits. Two years, with term limits of three consecutive terms (making a total of six years); after a year off, a board member may be permitted to return.

Terms may be staggered. 6. The board will create and dissolve standing and temporary committees as it sees fit. 7. The positions of CEO/Senior Pastor shall have a perpetual appointment, and vestment.

There will be no elections for this position; if vacancy occurs in the position of CEO/Senior Pastor, the elections will be held and majority vote will dictate the individual whom will will assume the position/s, this will not stay perpetual, but become an elected position.

8. Titles of Officers- Officers are appointed by majority vote at a regular meeting of the board at a regular meeting of the board.

**See Attachment II- IV Continued**

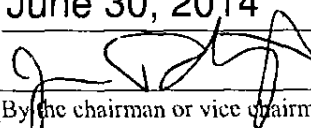
The date of each amendment(s) adoption: \_\_\_\_\_, if other than the date this document was signed.

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

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

Dated June 30, 2014

Signature  President

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jerome Rhyant  
(Typed or printed name of person signing)

President and CEO  
(Title of person signing)

Attachment 1 - **Amend- Officers or Directors- pg. 2**

TYPE of ACTION	TITLE	NAME	ADDRESS
<u>   </u> Change	<u>D</u>	<u>Jim Way</u>	<u>PO Box 2384</u>
<u>  X  </u> Add			<u>Ft Pierce FL 34954</u>
<u>   </u> Remove			
<u>X</u> Change	<u>CP</u>	<u>Jerome Rhyant</u>	<u>SE 2313 Sapphire Terr</u> <u>Pt. St. Lucie FL 34952</u>

Attachment 1 - **Add-- Article IV- A- Continued- pg. 3**

9. Number of board meetings per year: Four, with one in each quarter.
10. Special or emergency board meeting may be called by members as necessary.
11. A committee may be created or dissolved by the board as needed.
12. Conflict of Interest policy. There is a conflict of interest policy.

Attachment 1 - **Add- Article IV-B- Conflict of Interest Statement**I. Purpose

The purpose of the Conflict of Interest policy is to protect the church's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the church or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

1.1 Interested Person Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

II. Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Church has a transaction or arrangement,
- b. A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial

III. Procedures1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The president of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Church can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Church's best interest, for its own benefit, and whether it is fair and reasonable. That each party is acting in their own best interest and all transactions are conducted no differently than would be by a third party, and at fair market value. Ensure that all parties to transaction are on equal footing to show that price, requirements and/or other conditions are fair and real, and in conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- e. If a consensus is not met any/all definitive determination/s in any and all matters pertaining to the Church is to be determined by the CEO whenever necessary. No vote shall over rule/ride CEO's decision.

### IV. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### VI. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the

proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### VII. Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### VIII. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy.
- d. Understands this corporation is a Church and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### IX. Periodic Reviews

To ensure that the Church operates in a manner consistent with Christian purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Church's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further religious purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- c. A comparative salary survey shall be conducted to evaluate if compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

#### X. Use of Outside Experts

When conducting the periodic reviews as provided for the Church and may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**Amend- Add Article V Limitation of Corporate Powers to Article IV-B, and it becomes IV-B # XI**

**Add- Article V- Statement of Faith- See Separate Attachment**

**Prior Amendments, 2008, 2009, 2012- See Separate Attachments**

**Amend 2012 Amendment -pg.3 #E**

# STATEMENT OF FAITH

*These things we believe...*

## **ABOUT GOD**

God is the Creator and Ruler of the Universe. There is only one God, eternally existent in three persons; God the Father, God the Son and God the Holy Spirit. These three are equal and are one God.

*(Genesis 1:1, 26, 27; Psalm 90:2; Matthew 28:19)*

## **ABOUT MAN**

Man is made in the spiritual image of God, to be like him in character. He is the supreme object of God's creation. Although man has tremendous potential for good, he is marred by an attitude of disobedience toward God called "sin". This attitude separates man from God.

*(Genesis 1:27; Romans 3:23; Isaiah 59:1, 2)*

## **ABOUT JESUS CHRIST**

Jesus Christ is the Son of God. He is co-equal with the Father. Jesus lived a sinless human life and offered Himself as the perfect sacrifice for the sin of all men by dying on a cross. He arose from the dead after three days to demonstrate His Power over sin and death. He ascended to Heaven's glory and will return again to earth as King of Kings and Lord of Lords.

*(Matthew 1:22; John 1:1-5; I Corinthians 15:3, 4; Romans 1:3, 4)*

## **ABOUT ETERNITY**

Man was created to exist forever. He will either exist eternally separated from God by sin, or in union with God through forgiveness and salvation. To be eternally in union with Him is eternal life. Heaven and Hell are places of eternal existence.

*(John 3:16)*

## **ABOUT SALVATION**

Salvation is a gift from God to man. Man can never make up for his sin by self-improvement or good works. Only by trusting in Jesus Christ as God's offer of forgiveness can man be saved from sin's penalty. Eternal life begins the moment one receives Jesus Christ into his life by faith.

*(Romans 6:23, Ephesians 2:8, 9; John 1:12)*

## **ABOUT THE HOLY SPIRIT**

The Holy Spirit is co-equal with the Father and the Son as God. He is present in the world to make men aware of their need for Jesus Christ. He also lives in every Christian from the moment of salvation. He provides the Christian with the power for living, understanding of spiritual truth, and guidance in doing what is right. The Holy Spirit also empowers the believer for the works of witness and service for Jesus Christ. The baptism of the Holy Spirit according to Acts 2:4, is given to believers who ask for it.

*(John 16:7-13; Acts 8:1; Ephesians 1:13)*

## **ABOUT THE BIBLE**

The Bible is the inspired and infallible written Word of God to all men. It is written by human authors, under the supernatural guidance of the Holy Spirit. It is the supreme source of truth for Christian beliefs and living.

*(2 Timothy 3:16; 2 Peter 1:20, 21; Psalm 199:10, 160)*

# OUR LIFESTYLE STATEMENT

## **What We Practice**

Beliefs are not worth much unless they are translated into actions. Based on what the Bible teaches, we feel very strongly about the following practices:

### **The Bible is Our Sole Authority.**

"The whole Bible was given to us by inspiration from God and is useful to teach us what is true and make us realize what is wrong in our lives; it straightens us out and helps us to do what is right."

(II Timothy 3:15)

Since God's Word is the only completely reliable and truthful authority, we accept the Bible as our manual for living.

Our first question when faced with a decision is

"What does the Bible say?"

We practice Bible reading, Bible study, and Bible memorization.

The Bible is the basis for all we believe.

### **Autonomy of Each Local Church**

"Christ is the head of his Body, the church.

He is the source of the Body's life..."

(Col. 1:18, GN)

*Christ is the recognized head of our church, not any person, group, or religious organization.*

While recognizing the value of associating and cooperating with other groups of Christians, we believe every local church should be self-governing and independent from any denominational control. In relating to our "daughter churches" that we sponsor, we encourage each congregation to determine its own strategy, structure and style.