

N96000003840

July 15, 1996

Via Hand Delivery

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

Re: Reinstatement of The Edgewood Baptist Church of Orlando, Florida, Inc. as
a Florida not-for-profit corporation
(Our File No. 09169.053500)

Dear Sir or Madam:

100001901741
-07/23/96--01069--011
****481.25 ****481.25

Enclosed herein are the required documents and check of \$481.25 for the above referenced matter. The Edgewood Baptist Church of Orlando, Florida, Inc. was formally a judicially chartered corporation which never refiled with the Secretary of State pursuant to the requirements of the Florida Statute 617.1623. Accordingly, we are enclosing a copy of its judicial charter and all amendments thereto certified by the Orange County Comptroller, an application for reinstatement, a Certificate of Designation of Registered Agent/Registered Office and a Certificate of Reincorporation.

Should you have any questions regarding the foregoing, please contact me at your convenience. Thank you for your assistance in this matter.

Michael W. McNatt GAVE

AUTHORIZATION BY PHONE TO

CORRECT name added suffix

DATE 7-22-96

DOC. EXAM. _____

Very truly yours,


Michael W. McNatt, Esquire

MWM/mlr
enclosures

F:\DMS\KNOWLEDGE\DATA\CORP\5055071996.LTR

GREENBERG TRAUBIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.
P.O. Box 4923 ORLANDO, FLORIDA 32802-4923
407-420-1000 FAX 407-420-5909
111 NORTH ORANGE AVENUE SUITE 2050 ORLANDO, FLORIDA 32801
MIAMI NEW YORK WASHINGTON, D.C.
FORT LAUDERDALE WEST PALM BEACH TALLAHASSEE ORLANDO

nc 7-22-96

APPLICATION FOR REINSTATEMENT AND REGISTRATION OF LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT CORPORATION

IN COMPLIANCE WITH SECTION 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REGISTER A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO SECTION 617.1623(1)(c):

1. The Edgewood Baptist Church of Orlando, Florida
Name of corporation exactly as it appears in legislative or judicial charter.
2. 3201 Corrine Drive, Orlando, FL 32803
Street address of the principal office of the corporation.
(This address will be used for the mailing of corporation annual reports)
3. 1/7/58 4. FEI Number - - - - - ☐ FEI Number applied for
Date of incorporation ☒ FEI Number not required
5. Name, address (P. O. Box NOT acceptable) and title of current officers and/or directors:
(use additional page if necessary)

Title	Name	Street address	City, State, Zip
Pastor/President	Cecil F. Wagner,	2818 Northwood Blvd.,	Orlando, FL 32803
Trustee/Secretary	Tom Bradford,	1222 N. Bumby,	Orlando, FL 32803
Trustee	Jack Kelly,	1900 Winter Park Rd.,	Winter Park, FL 32789
Trustee	Tom Wagner,	3120 Thistle Hill Dr.,	Winter Park, FL 32792

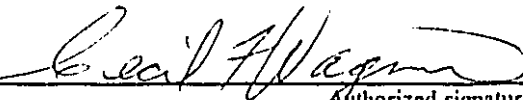
6. Pursuant to the provisions of section 617.0501, Florida Statutes, the above named corporation submits the following statement in designating the registered office/registered agent, in the state of Florida.
7. The name and address of the registered agent and office is:

Mr. Cecil F. Wagner
(Name)
2818 Northwood Blvd.
(Street address- P.O. Box NOT acceptable)
Orlando, FL 32803
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this registration form. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature Cecil F. Wagner Date 7-19-96

8. Attached is a copy of the judicial charter and all amendments thereto certified by the circuit court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters.



Authorized signature
Cecil F. Wagner, President 7/12/96

Name and capacity of person signing application[see s. 617.01201(6)] Date

NOTICE

1. Filing pursuant to s. 617.1623, F. S., is a registration for public notice only subjecting the corporation to the provisions of ss. 617.0501 and 617.1622, F.S. It is not a reincorporation pursuant to s. 617.0901, F.S., which entitles the corporation to be possessed of all the privileges, franchises, and powers otherwise authorized under chapter 617, F.S.(1991).

2. In accordance with s. 617.1623, F.S., this corporation will be required to file a corporate annual report pursuant to s. 617.1622, F. S., and maintain a registered agent and office pursuant to s. 617.0501, or be subject to administrative dissolution. The first report will be due between January 1 and July 1 of the calendar year following registration with the Department of State and each subsequent year thereafter to maintain "active" status.

FEES

Non-Profit Corporation *with* 501(c)(3) exemption:

Filing Fee.....	\$ 35.00
Designation of Agent	\$ 35.00
Certified Copy.....	\$ 52.00
Certificate of Status	\$ 8.75
Annual Report ('93 & '94).....	\$122.50

Non-Profit Corporation *with no* 501(c)(3) exemption:

Filing Fee.....	\$ 35.00
Designation of Agent	\$ 35.00
Certified Copy.....	\$ 52.00
Certificate of Status	\$ 8.75
Annual Report ('93 & '94).....	\$400.00

Above fees are effective through 12/31/94

APPLICATION FOR REINSTATEMENT AND REINCORPORATION OF A LEGISLATIVELY OR JUDICIALLY CHARTERED NOT FOR PROFIT CORPORATION

IN COMPLIANCE WITH SECTION 617.1623(1)(d), FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REINSTATE AND REINCORPORATE A NOT FOR PROFIT LEGISLATIVELY OR JUDICIALLY CHARTERED CORPORATION WHICH WAS DISSOLVED ON JULY 2, 1992, PURSUANT TO SECTION 617.1623(1)(c).

1. The Edgewood Baptist Church of Orlando, Florida
Name of corporation exactly as it appears in legislative or judicial charter.
2. 3201 Corrine Drive, Orlando, FL 32803
Street address of the principal office of the corporation.
(This address will be used for the mailing of corporation annual reports)
3. 1/7/58 4. FEI Number - - - - - ☐ FEI Number applied for
Date of incorporation ☒ FEI Number not required
5. Name, address (P. O. Box Not acceptable) and title of current officers and/or directors:
(use additional page if necessary)

Title	Name	Street Address	City, State, Zip
Pastor/President	Cecil F. Wagner	2818 Northwood Blvd.,	Orlando, FL 32803
Trustee/Secretary	Tom Bradford	1222 N. Bumby,	Orlando, FL 32803
Trustee	Jack Kelly	1900 Winter Park Rd.,	Winter Park, FL 32789
Trustee	Tom Wagner	3120 Thistle Hill Dr.,	Winter Park, FL 32792

6. Attached is a copy of the judicial charter and all amendments thereto certified by the circuit court of the county wherein recorded or a copy of the chartering law certified by the Department of State, Division of Elections as to legislative charters and completed Certificate of Reincorporation.

Cecil F. Wagner
Authorized signature
Cecil F. Wagner 7/12/96
Name and capacity of person signing application (see s. 617.01201(6)) Date

FEES

Non-Profit Corporation *with* 501(c)(3) exemption:
 Filing Fee..... \$ 35.00
 Designation of Agent \$ 35.00
 Certified Copy..... \$ 52.00
 Certificate of Status \$ 8.75
 Annual Report ('93 & '94) \$122.50

Non-Profit Corporation *with no* 501(c)(3) exemption:
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 Designation of Agent \$ 35.00
 Certified Copy..... \$ 52.00
 Certificate of Status \$ 8.75
 Annual Report ('93 & '94) \$400.00

Above fees are effective through 12/31/94

CERTIFICATE OF REINCORPORATION

PURSUANT TO SECTION 617.0901, FLORIDA STATUTES, THIS CERTIFICATE OF REINCORPORATION WAS DULY AUTHORIZED BY A MEETING OF ITS MEMBERS REGULARLY CALLED OR BY A MEETING OF ITS BOARD OF DIRECTORS IF THERE ARE NO MEMBERS ENTITLED TO VOTE ON THE REINCORPORATION:

ARTICLE I

Name

The name of the corporation shall be:

The Edgewood Baptist Church of Orlando, Florida , Inc.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:

3201 Corrine Drive
Orlando, FL 32803

ARTICLE III

Purpose(s)

The specific purpose(s) for which the corporation is organized is (are):

To advance the Christian Religion and particularly the Doctrines subscribed to and believed in by the Florida Baptist Convention and the Southern Baptist Convention.

ARTICLE IV

Initial Registered Agent and Street Address

The name and street address of the initial registered agent is:

Mr. Cecil F. Wagner
2818 Northwood Blvd.
Orlando, FL 32803

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ARTICLE V MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as follows:

All officers shall be elected by a majority of members present and voting at the Annual business meeting to be held beginning at 8:00 P.M. on Wednesday evening after the second Sunday in September of each year.

ARTICLE VI LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

No limitation except as provided in the Statutes of the State of Florida.

The Certificate of Reincorporation was executed this 12 day of
July, 19 96.


Authorized signature

Cecil F. Wagner
Typed or printed name of signature

EXHIBIT "A"

LOTS 2 THROUGH 6, BLOCK "B", NORTHWOOD TERRACE, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK "S", PAGE 16, OF THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: The Edgewood Baptist Church of Orlando,
Florida

2. The name and address of the registered agent and office is:

<u>Mr. Cecil F. Wagner</u>	96
(Name)	
<u>2818 Northwood Blvd.</u>	12
(P.O. Box not acceptable)	
<u>Orlando, FL 32803</u>	15
(City/State/Zip)	

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

7-12-96
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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PROPOSED ARTICLES OF INCORPORATION
OF
THE EDGEWOOD BAPTIST CHURCH
OF
ORLANDO, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of forming and organizing and beginning a corporation not for profit under the Laws of the State of Florida and do hereby adopt, declare and subscribe the following as the Articles of Incorporation.

ARTICLE I

The name of this corporation shall be THE EDGEWOOD BAPTIST CHURCH OF ORLANDO, FLORIDA, and it shall be located in and have its principal place of business in Orange County, Florida.

ARTICLE II

The general nature of the object of this corporation shall be to advance the Christian Religion and particularly the Doctrines subscribed to and Believed in by other churches who are members of the Florida Baptist Convention and the Southern Baptist Convention, and to band together for the promotion of Religion and Morality and to further facilitate the carrying on of the work of said corporation.

ARTICLE III

The qualifications of the members of said corporation and the manner of their admission shall be determined by any one of the following ways: (1) by the giving of satisfactory proof of conversion to the Christian Faith, namely upon the profession of faith in Christ as the Saviour, Lord, and Master; baptism by immersion and acceptance by the majority of the members of said corporation present and voting at the time of the reception of such members; provided, however, that all persons who are now members of the Edgewood Baptist Church of Orlando shall be and remain members of said corporation whether or not their names are subscribed to this proposed charter, until dismissed for cause by a majority of members of said corporation present and voting at the time of such dismissal. (2) on presentation of letters of dismission and recommendation from other Churches of like faith and order. (3) on a statement of satisfactory evidence of Christian character and former affiliation with a Church of like faith and order, in the event of failure to produce a letter of dismission. (4) under the watch care of the Church pending receipt of a regular letter of dismission.

ARTICLE IV.

The existence of this corporation shall be perpetual.

ARTICLE V.

The affairs of the corporation are to be managed by the following officers, to-wit:

(1) By a Board of Deacons composed of eight (8) or more members, as the circumstances and wishes of the church members may determine, the Pastor of the Church being ex-officio member of the Deacons. The Board of Deacons shall have full charge, power and supervision over the affairs of said corporation except insofar as the powers which are specifically delegated to the Church Trustees herein shall be concerned. The said Board of Deacons may delegate such activities of the corporation as they may deem proper, to committees, or departments as may be created by the church in conference.

*Rodgers & Kirkland
287 N. Main St.*

(2) By a Board of Trustees composed of six (6) or more members, who shall make and execute all contracts, deeds, bonds, notes, negotiable instruments, mortgages, trusts and all other instruments of indebtedness or conveyance of said corporation upon the order thereof, by resolution duly adopted for such purpose; provided, however, that all such documents may be signed for and on behalf of the Board of Trustees by its Chairman, one other member of the Board of Trustees, and attested by the Church Clerk. The title to all property, however, shall be vested in the name of said corporation.

(3) By such other officers as the Church or corporation may from time to time see fit to elect, and such other committees as may be authorized by vote of the Church sitting in conference.

ARTICLE VI

1. All Officers and Committees of the Church shall be elected at the Annual business meeting of said Church to be held beginning at 8:00 P. M. on Wednesday evening after the second Sunday in September of each year. Those present at said annual meeting may adjourn the same by a majority vote to another date certain, and in such manner as may be designated in the By-Laws; provided the Pastor shall be elected by majority vote of the members present and voting in any meeting called for that purpose for an indefinite period unless otherwise designated in the By-Laws.

2. In the event of a failure to hold an annual election, the current church officers and committees shall continue to serve until the beginning of the next Church year.

3. The Board of Deacons shall be elected for a period of four (4) years, and one-fourth shall be elected each year. At the first annual business meeting one-fourth of the Board of Deacons shall be elected for a term of one year and one-fourth of the Board of Deacons shall be elected for a term of two years and one-fourth of the Board of Deacons shall be elected for a term of three years and one-fourth of the Board of Deacons shall be elected for a term of four years, each year, after the first annual business meeting, the Deacons shall be elected for a term of four years. No Deacon shall be eligible to succeed himself until after he has been out of office for a period of at least one year.

4. All other officers shall be elected at the annual meeting to serve for a period of one year. In case of vacancy in the Board of Deacons, the Board of Trustees, or any office in said corporation, such vacancy shall be filled by an election held by the members of said corporation, after the time and place of such election has been first publicly announced at any regular Sunday service.

ARTICLE VII

The affairs of said corporation shall be managed by the following officers until the first regular election, unless the membership of said corporation shall see fit to increase the number of the Board of Deacons or the Board of Trustees: Rev. Spurgeon N. Hinds, Pastor; M. S. Burton, J. Davis Bulluck, Jr., A. C. Whitson, A. H. Clarke, Percy C. Lane, Jr., James L. Easton as the Board of Deacons; T. A. Scott, Jr., Donald Christopher, R. S. McCalla, Harley K. Dulaney, Ernie Cain, James L. Easton as the Board of Trustees and Directors, R. S. McCalla as President of the Board of Trustees and Directors, Harley K. Dulaney as Vice-President of the Board of Trustees and Directors, Ernie Cain as Secretary-Treasurer of the Board of Trustees and Directors.

ARTICLE VIII

The said corporation may adopt a system of rules and By-Laws which shall be approved by the members of the corporation sitting

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in conference. The By-Laws may be changed, altered, modified, re-
voked or annulled at any time by a majority vote of the members of
said corporation sitting in Church conference.

ARTICLE IX

The highest amount of indebtedness or liability to which said
corporation shall at any time subject itself, shall be \$300,000.00,
provided that such limitation shall not apply to indebtedness in-
curred in connection with the purchase of property or the construc-
tion of buildings or the borrowing of money for any type of physical
improvement to church property.

ARTICLE X

This corporation shall be entitled to hold real estate of a
value of not exceeding \$750,000.00, subject always to the approval
of the Circuit Judge.

ARTICLE XI

The Constitution of this Church may be amended at any time by
a majority vote of the members sitting in conference and voting,
provided notice of such amendment or revision is publicly announced
at any regular Church service, two (2) weeks prior to a regular or
special church conference, and such action approved by the Circuit
Court in and for Orange County, Florida.

ARTICLE XII THE CHURCH YEAR

The Church year shall extend from October 1 through September
30 of each year.

ARTICLE XIII

The Church sitting in conference shall be the final authority
in all of its affairs.

ARTICLE XIV

The names and mailing addresses and places of residence of the
subscribers to the foregoing Articles of Incorporation are as
follows, and we have hereto subscribed the foregoing Articles:

NAME:	MAILING ADDRESS:	PLACE OF RESIDENCE:
<u>Spurgeon N. Hinds</u> Spurgeon N. Hinds	3217 Corrine Dr.	Orlando, Florida
<u>M. S. Burton</u> M. S. Burton	1835 Lake Sue Dr.	Orlando, Florida
<u>J. Davis Bulluck, Jr.</u> J. Davis Bulluck, Jr.	3118 Raven Rd.	Orlando, Florida
<u>A. C. Whitson</u> A. C. Whitson	1514 Cole St.	Orlando, Florida
<u>A. H. Clarke</u> A. H. Clarke	2842 Woodside Ave.	Orlando, Florida

Percy C. Lane, Jr. 2010 Nebraska Ave. Orlando, Florida
Percy C. Lane, Jr.

James L. Easton 2101 Tangerine St. Orlando, Florida
James L. Easton

Mrs. H. S. McCalla 2357 Mulbry Dr. Orlando, Florida
Mrs. H. S. McCalla

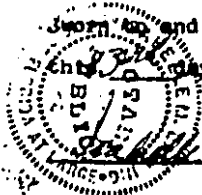
Mrs. W. H. Ryals 3710 Lake Underhill Dr., Orlando, Florida
Mrs. W. H. Ryals

STATE OF FLORIDA }
COUNTY OF ORANGE } SS:

On this day personally appeared before me, a notary public in and for the State and County aforesaid, SPURGEON N. HINDS, to me well known and by me known to be the person described in and who subscribed to the above and foregoing proposed Charter of The Edgewood Baptist Church of Orlando, Florida, and he did acknowledge to and before me that he executed and subscribed to the said proposed charter freely and voluntarily and in conjunction with the other subscribers hereto for the uses and purposes therein expressed, and that it is intended in good faith to carry out the purposes and objects set forth in the proposed charter.

Spurgeon N. Hinds
Spurgeon N. Hinds

Sworn to and subscribed before me
this 21st day of January A. D., 1958.
Spurgeon N. Hinds



OR. 323 PAGE 538

IN THE CIRCUIT COURT FOR THE NINTH
JUDICIAL CIRCUIT IN AND FOR ORANGE
COUNTY, FLORIDA.

CHANCERY NO: _____

IN RE:

PROPOSED CHARTER OF:

THE EDGEWOOD BAPTIST CHURCH OF
ORLANDO, FLORIDA.

The matter of the proposed charter of The Edgewood Baptist Church of Orlando, Florida, being presented before me this day, and having been by me examined and the proposed charter being found to be in proper form and for an object authorized by Chapter 617 Florida Statutes, it is, upon consideration,

ORDERED, ADJUDGED AND DECREED that the said proposed charter of The Edgewood Baptist Church of Orlando, Florida, be and the same is hereby approved.

DONE AND ORDERED in Chambers at Orlando, Orange County, Florida, this 7th day of January, A. D., 1958.

Frank R. Smith
Circuit Judge.

RECORDED & RECORD VERIFIED
William W. Keweenaw Clerk of
Circuit Court, Orange Co., Fla.

STATE OF FLORIDA - COUNTY OF ORANGE
I HEREBY CERTIFY that this is a copy of
the document as recorded in this office
MARTHA O. HAYNIE, COUNTY COMPTROLLER

By: *M. O. Haynie* D.C.

DATED: 7/11/96

