N97000003423

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Amend.

C. Coulliette MAY 13 2004

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Ponte Vedra Beach

Signature

Requested by: LW

Name	Date	Time
LW	5/10	

Walk-In ______ Will Pick Up ______

- ____ Art of Inc. File ______
- ____ LTD Partnership File ______
- ____ Foreign Corp. File ______
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- ____ Merger File ______
- ✓ Art. of Amend. File ______
- ____ RA Resignation ______
- ____ Dissolution / Withdrawal ______
- ____ Annual Report / Reinstatement ______
- ____ Cert. Copy ______
- ____ Photo Copy ______
- ____ Certificate of Good Standing ______
- ____ Certificate of Status ______
- ____ Certificate of Fictitious Name ______
- ____ Corp Record Search ______
- ____ Officer Search ______
- ____ Fictitious Search ______
- ____ Fictitious Owner Search ______
- ____ Vehicle Search ______
- ____ Driving Record ______
- ____ UCC 1 or 3 File ______
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- ____ UCC 11 Retrieval ______
- ____ Courier ______

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 10, 2004

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: PONTE VEDRA BEACH CONGREGATION OF JEHOVAH'S WITNESSES, INC.
Ref. Number: N97000003423

We have received your document for PONTE VEDRA BEACH CONGREGATION OF JEHOVAH'S WITNESSES, INC. and check(s) totaling $35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 304A00032230

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED
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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
PONTE VEDRA BEACH CONGREGATION OF JEHOVAH'S WITNESSES, INC.

PONTE VEDRA BEACH CONGREGATION OF JEHOVAH'S WITNESSES, INC., a Florida Corporation, under the hand of its President and Secretary, herby certifies that:

The following amendment was adopted on the 27th day of April, 2004, by the Board of Directors and the affirmative vote of the members entitled to vote on the amendments, in accordance with Section 617.1002, *Florida Statues* (2003). The number of votes cast was sufficient for approval.

1. The name of this corporation is PONTE VEDRA BEACH CONGREGATION OF JEHOVAH'S WITNESSES, INC.

2. The Articles of Incorporation, as previously amended, are hereby amended by deleting Articles II through VI in their entirety and restating as follows:

ARTICLE II
CORPORATE NATURE

This is a not-for-profit corporation organized pursuant to the provisions of Chapter 617, *Florida Statutes* (2003).

ARTICLE III
DURATION

The corporation shall exist perpetually.

ARTICLE IV
PURPOSE

The corporation is formed for religious purposes involving the creation of a church which will minister to the spiritual needs of the members of its congregation and others.

(1) This corporation is authorized to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations set forth below, to use and apply the whole or arty part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as now exist or as may hereafter be amended or adopted (the "Code"). Notwithstanding any other provision of these Articles, the corporation shall 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 Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

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

(3) The corporation shall distribute its income, if any, for each taxable year at such time and in such manner as not to become subject to tax on undistributed income under Section 4942 of the Code.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(5) The corporation shall not retain any excess business holdings as defined in Section 4949(c) of the Code.

(6) The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Code.

(7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

In furtherance of its purposes, the corporation shall have all of the corporate powers enumerated in Section 617.0302, *Florida Statutes* (2003), as such statute may be amended from time to time.

ARTICLE V
VOTING POWER

This corporation shall not have a membership distinct from the board of directors. The authorized number and qualification for the members of the corporation, the manner of their admission, the different classes of membership, if any, to property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors consisting of at least three (3) and not more than five (5) persons. The current number of directors of the corporation is four (4); provided, however, that such number may be increased at any time by resolution duly adopted by the Board. The method of election of the Directors shall be as provided in the bylaws of this corporation. The name and address of the current directors of the corporation is:

Jonathan E. Pena	104 Canary Isle Ct. Ponte Vedra Beach, Florida 32082
Mark R. McCumber	53 Ponte Vedra Blvd. Ponte Vedra Beach, Florida 32082
Timothy E. Daley	112 Evans Drive Jacksonville Beach, FL 32250
Marco A. Ruiz	753 Marsh Cove Lane Ponte Vedra Beach, Florida 32082

My action required or permitted to be taken by the Board of Directors under any provision or law may be taken without a meeting if all of the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall be effective when the last director signs such consent, unless the consent specifies a different effective date. Any such action by written consent shall have the same force and effect as if taken by a vote of directors at a meeting.

ARTICLE VII
DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation set forth in Article IV, in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific 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 shall determine. Any such assets not so disposed of shall be disposed of at the direction of the Chief Judge of the Circuit Court in and for St. Johns County, Florida, exclusively for such purposes and to such organization or organizations.

ARTICLE VIII
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to promoting the purposes set forth in Article IV above, and no part of the net income or assets of this corporation shall inure to the benefit of any director or officer thereof, or to for the benefit of any private individual.

ARTICLE IX
REGISTERED AGENT AND OFFICE

The address of the corporation's current principal office is Ponte Vedra Beach Congregation of Jehovah's Witnesses, P.O. Box 2537, Ponte Vedra Beach, Florida 32082; and its registered office address shall be 133 Abaco Way, Ponte Vedra Beach, Florida 32082, and the name of its registered agent at said address shall be Angel Banta.

ARTICLE XI
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be made at any time in accordance with the Bylaws and by a resolution duly adopted by the Board of Directors.

ARTICLE XII
INCORPORATOR

The name and the street address of the incorporator of these Articles of Incorporation is:

Angel Banta
133 Abaco Way
Ponte Vedra Beach, Florida 32082

3. Upon the filing of this Articles of Amendment by the Department of the State, the above referred to amendment shall become effective.

IN WITNESS WHEREOF, the President and Secretary hereof have hereunto set their hand and seal this 27th day of April, 2004.

Jonathan E. Pena, President

David Lizzo, Secreatry

JOINT UNANIMOUS WRITTEN CONSENT
OF DIRECTORS AND MEMBERS
OF
PONTE VEDRA BEACH CONGREGATION OF JEHOVAH'S WITNESSES, INC.

The adoption of the following preambles and resolutions are consented to this 27th day of April 2004, by the undersigned, who are all of the members of the Board of Directors and all of the Members of the Corporation.

RESOLVED, that the Articles of Amendment to the Articles of Incorporation of this corporation substantially in the form attached hereto as Exhibit "A" be, and hereby is, approved and adopted; and,

FURTHER RESOLVED, that the Officers of the Corporation be, and hereby are, authorized, empowered and directed to do and perform all such further acts and things, to execute' and deliver in the name of the Corporation, and where necessary or appropriate, to file with the appropriate governmental authorities, all such further certificates, instruments, or other documents, as in their judgment shall be necessary or advisable in order to effectuate the intent and purpose of the foregoing resolutions, and any or all of the transactions contemplated therein.

Jonathan E. Pena
Director and Member

Mark R. McCumber
Director and Member

Timothy E. Daley
Director and Member

Marco A. Ruiz
Director and Member

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for PONTE VEDRA BEACH CONGREGATION OF JEHOVAH'S WITNESSES, INC. at the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

Dated this 27th day of April, 2004

Angel Banta

Angel Banta
133 Abaco Way
Ponte Vedra Beach, Florida 32082