

# N97000003837

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(City/State/Zip/Phone #)

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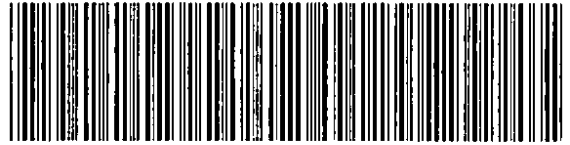
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TALLAHASSEE, FL

ML

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Transformation Church of Pensacola, Inc.

DOCUMENT NUMBER: N97000003837

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

Please return all correspondence concerning this matter to the following:

Justin Oswald

(Name of Contact Person)

Transformation Church of Pensacola, Inc.

(Firm/ Company)

6800 Mobile Hwy.

(Address)

Pensacola, FL 32526

(City/ State and Zip Code)

justin.oswald@transformationchurch.com

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

For further information concerning this matter, please call:

Justin Oswald

at

850

384-0773

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

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

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|---|---|

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

**Street Address**  
Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

SECRET  
7/11/03  
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FL STATE

Articles of Amendment  
to  
Articles of Incorporation  
of

Transformation Church of Pensacola, Inc.

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

N97000003837

(Document Number of Corporation (if known))

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:**

N/A

*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:**

N/A

*(Principal office address MUST BE A STREET ADDRESS)*

**C. Enter new mailing address, if applicable:**

N/A

*(Mailing address MAY BE A POST OFFICE BOX)*

**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*

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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><br>(Check One)   | <u>Title</u>      | <u>Name</u>                               | <u>Address</u>  |
|--|-------------------|---|---|
| 1) <input checked="" type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove   | <u>PDCCEO</u>     | <u>Livingston, Bradley</u>                | <u>1824 Kingstree Dr.</u><br><u>Cantonment, FL 32533</u>  |
| 2) <input type="checkbox"/> Change<br><input type="checkbox"/> Add   | <u>VP</u>         | <u>Livingston, Dan</u>                    | <u>340 Bob White Dr.</u><br><u>Pensacola, FL 32514</u>  |
| <input checked="" type="checkbox"/> Remove<br>3) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input checked="" type="checkbox"/> Remove | <u>S</u>          | <u>Wilbanks, Sandi</u>                    | <u>5301 Chestnut Ave.</u><br><u>Pace, FL 32571</u>  |
| 4) <input checked="" type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove   | <u>D</u>          | <u>Polk, Trumaine</u>                     | <u>6071 Biscayne Court</u><br><u>Pensacola, FL 32504</u>  |
| 5) <input checked="" type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove   | <u>VTSD</u>       | <u>Oswald, Justin</u>                     | <u>3355 E Lloyd St.</u><br><u>Pensacola, FL 32503</u>   |
| 6) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove  | <u>          </u> | <u>                                  </u> | <u>                                  </u><br><u>                                  </u><br><u>                                  </u> |

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E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Please See Attached.

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

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

Effective date if applicable: June 14, 2023  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 06/14/2023

Signature

(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)

Bradley Livingston

(Typed or printed name of person signing)

President & Chairman

(Title of person signing)

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**AMENDED AND  
RESTATED ARTICLES  
OF INCORPORATION  
OF  
TRANSFORMATION CHURCH OF PENSACOLA, INC.**

Transformation Church of Pensacola, Inc. (the "Corporation") hereby adopts the following Articles of Incorporation for such Corporation pursuant to the provisions of Florida Not For Profit Corporation Act (the "Act") (Florida Statute: Title XXXVI, Chapter 617).

The Corporation's original Articles of Incorporation and all subsequent amendments thereto are hereby deleted in their entirety and amended and restated as follows:

**ARTICLE 1  
NAME**

The name of the Corporation is Transformation Church of Pensacola, Inc.

**ARTICLE 2  
NONPROFIT  
CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions or any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

**ARTICLE 3  
DURATION**

The period of the Corporation's durations is perpetual.

**ARTICLE 4  
PURPOSE AND  
LIMITATIONS**

**4.01 Purposes.** The Corporation 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, as amended. More particularly, the purposes of this Corporation are:

- (a) To spread the Gospel of Jesus Christ and the worship of God among its members and attendants, and practice the Christian virtues inculcated in the Holy Scriptures by any and all

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means possible, as determined by the Corporations Board of Directors ( hereinafter referred to as Trustees).

- (b) To employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.
- (c) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.
- (d) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable, and educational activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort of nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

**4.02 Limitations.** In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the follow manner:

- (a) No part of the net earnings of the Corporation shall ensure to the benefit of or be distributable to its incorporators, officers, or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (1) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding



provisions of any subsequent federal tax laws; (2) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (3) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (4) making taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

- (c) The Corporation shall not accept any gift; or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable, or educational purposes, or if the gift or grant would require serving a private as opposed to a public interest.
- (d) Upon dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Trustees of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

## **ARTICLE 5 POWERS**

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all powers implied necessary and proper to carry out its express powers.

## **ARTICLE 6 MEMBERSHIP**

The Corporation shall have one class of membership. The members shall only have the rights and duties as set forth in the Corporation's Bylaws.

## **ARTICLE 7 REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 6800 Mobile Hwy. Pensacola, FL 32526. The name of the registered agent at this office is Justin R. Oswald.

## **ARTICLE 8 BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the board of directors, otherwise known as Trustees. The qualifications, manner of selection, duties, terms, and other matters relating to the Trustees of the Corporation shall be provided in the Bylaws. The Trustees shall consist of the Senior Pastor and until changed by amendment of these Articles of Incorporation or by Bylaws duly adopted by the Church, such number of additional members as may, from time to time, be nominated and elected pursuant to the Bylaws. The number of Trustees may not be decreased

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to less than three (3) nor more than nine (9). Trustees need not be residents of Florida.

## **ARTICLE 9 LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

## **ARTICLE 10 INDEMNIFICATION**

To the extent provided in the Bylaws, the Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification.

## **ARTICLE 11 CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

## **ARTICLE 12 ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present to vote. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

**ARTICLE 13  
AMENDMENT**

These Articles may be amended by a vote of two-thirds ( $\frac{2}{3}$ ) of the members of the board of directors/Trustees.

The Articles of Incorporation, as set forth above, have been approved pursuant to a properly noticed meeting of the Board of Directors/Trustees on June 14, 2023.

IN WITNESS HEREOF, the below named authorized corporate officer executes these Articles of Incorporation on the 14 day of June 2023.

NAME: Sandi Wilbanks

TITLE: Secretary

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