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Amended/Restarted

JUL 13 2015

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: St. Michael the Archangel Church, Inc.

DOCUMENT NUMBER: N98000000949

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

Please return all correspondence concerning this matter to the following:

Charles E. Dixon

(Name of Contact Person)

St. Michael the Archangel Church, Inc.

(Firm/ Company)

1159 Ipswitch Street NW

(Address)

Palm Bay, FL 32907

(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Charles E. Dixon

(Name of Contact Person)

at (321) 848-6757

(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



RECEIVED

15 JUL 13 PM 12:57

FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 3, 2015

CHARLES E. DIXON
ST. MICHAEL THE ARCHANGEL CHURCH INC
1159 IPSWITCH STREET NW
PALM BAY, FL 32907

SUBJECT: ST. MICHAEL THE ARCHANGEL CHURCH, INC.
Ref. Number: N98000000949

CD
We have received your document for ST. MICHAEL THE ARCHANGEL CHURCH, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 615A00011682

✓ See
LAST
PAGE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
St. Michael the Archangel Church, Inc.**

Pursuant to the provisions of Section 617-1007, Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is St. Michael the Archangel Church, Inc. (the "Corporation" or the "Mission Church") a member of the Diocese of Florida, a member of Charismatic Episcopal Church of North America ("CEC-NA").

ARTICLE II

Perpetual Existence

This Corporation shall have perpetual existence.

ARTICLE III

Organization

The Corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act.

ARTICLE IV

Tax Exempt Purpose

The Corporation is organized and shall be operated exclusively for one or more of the following tax exempt purposes:

1. Religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.

2. The Corporation shall be organized and operated as a church or as a religious organization that is an integral part of a church, engaged in performing the functions of a church, in furtherance of the above enumerated purposes exempt from federal income tax under Section 501(c)(3) of the Code.

3. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association, organization or trust is organized and operated exclusively for charitable, religious, educational, or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation

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ST. MICHAEL THE ARCHANGEL CHURCH, INC.
DIocese of Florida

shall be subject to the following limitations and restrictions:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the prior enumerated purposes. No 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

b. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

c. In the event it is determined that the Corporation is a private foundation within the meaning of Code Section 509(a), then for any such period, the Corporation shall also be subject to the following additional limitations:

(i) The Corporation shall distribute its income for each tax year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Code, or the corresponding section of any future federal tax code.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945 of the Code, or the corresponding section of any future federal tax code.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to the limitations provided herein and such limitations as are provided by law.

ARTICLE V
Ecclesiastical Affiliation

The Corporation shall be a constituent congregation of the Charismatic Episcopal Church Diocese of Florida, Inc., a not for profit corporation, organized and existing under the laws of the State of Florida, within and under the jurisdiction of The Southeast Province of the Charismatic Episcopal Church, Inc., a corporation organized and existing under the laws of the State of Alabama, being a province, under applicable Canon Law, of the Charismatic Episcopal Church of North America, Inc., a corporation organized and existing under the laws of the State of Nevada, a national church under the patriarchy of the International Communion of the Charismatic Episcopal Church, Inc., a corporation organized and existing under the laws of the State of California. The Mission Church shall be organized and operated under and subject to applicable Canon Law of the Charismatic Episcopal Church adopted on October 22, 1999, as amended from time to time. In the event of any conflict between these Articles of Incorporation and the Canon Law of the Charismatic Episcopal Church, the Canon Law of the Charismatic Episcopal Church shall prevail.

ARTICLE VI
Membership

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock. The Corporation shall have no members.

ARTICLE VII
Vicar's Council

There shall be three (3) members of the Vicar's Council, which shall serve as the Board of Directors of the Corporation. The term "Vicar's Council" as used herein shall refer to and have the same meaning as "Board of Directors". The number of members of the Vicar's Council may be increased or decreased from time to time by the Vicar's Council, except that the number of members of the Vicar's Council shall never be less than three (3). The method of selection of members to the Vicar's Council shall be as stated in the By-Laws of the Mission Church.

ARTICLE VIII
By-Laws

The Vicar's Council will adopt initial By-Laws of the Corporation in accordance with the ICCEC Canons and policies and procedures of the CEC-NA and the Diocese of Florida. The By-Laws of the Corporation shall be known as the By-Laws of the Mission Church and any reference herein to "By-Laws of the Mission Church" shall be synonymous with the term By-Laws. The By-Laws of the Mission Church may be amended, altered, rescinded and new By-Laws of the Mission Church may be adopted by the Bishop of the Charismatic Episcopal Church Diocese of Florida, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida (the "Diocese of Florida"), in consensus with the Bishop's Council.

ARTICLE IX
Indemnification

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the Canons of the Mission Church adopted by the Corporation, by agreement, action of the Vicar's Council, or otherwise.

ARTICLE X
Amendments to the Articles of Incorporation

These Articles of Incorporation may be amended by the Bishop of the Diocese of Florida, in consensus with the Bishop's Council, provided, however, that any amendment will not adversely affect the status of the Corporation as an organization qualifying for tax exempt status under section 501(c)(3) of the Code, or relevant provisions of the Florida Not For Profit Corporation Act.

ARTICLE XI
Registered Office

The address of the Corporation's initial registered office is 1092 Woodsmere Parkway, Rockledge, FL 32955 and the name of the Corporation's registered agent at that address is Drew H. Wales.

ARTICLE XII
Location

The principal office address and mailing address of the Corporation is 854 Cardinal Avenue, Rockledge, FL 32955.

IN WITNESS WHEREOF, the undersigned execute these Amended and Restated Articles of Incorporation on the 15 day of February, 2015
gwh

Drew H. Wales
Printed Name of President

Drew H. Wales
Signature

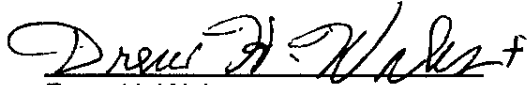
IRMA CASTRUP
Printed Name of Secretary

Irma Castrup
Signature

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Section 617.0501, Florida Statutes, the following is submitted: That St. Michael the Archangel Church, Inc. desiring to organize under the laws of the State of Florida with its principal office located at 854 Cardinal Avenue, Rockledge, FL 32955, has named Drew H. Wales, 1092 Woodsmere Parkway, Rockledge, FL 32955, as its agent to accept service of process within this State.

Having been named to accept service of process for the above referenced Corporation, the undersigned does hereby accept the appointment as Registered Agent and agree to act in this capacity.


Drew H. Wales

Feb. 13, 2015
Date

**CERTIFICATE REGARDING ADOPTION OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
St. Michael the Archangel Church, Inc.**

The undersigned officers/directors of St. Michael the Archangel Church, Inc. (the "Corporation") hereby certify the following:

1. The Corporation desires to amend its Articles of Incorporation.
2. No members of the Corporation are entitled to vote or approve any amendment to the Articles of Incorporation.
3. At a duly called and noticed meeting, the Rector's Council, also referred to as the Board of Directors, of the Corporation approved and adopted the Amended and Restated Articles of Incorporation, a copy of which is attached hereto.

IN WITNESS WHEREOF, the undersigned execute this Certificate Regarding Adoption of Amended and Restated Articles of Incorporation on the 14th day of June, 2015.

Drew H. Wales
Printed Name of President

Drew H. Wales
Signature

IRMA CASTON
Printed Name of Secretary

Irma Caston
Signature