

1198000002440

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

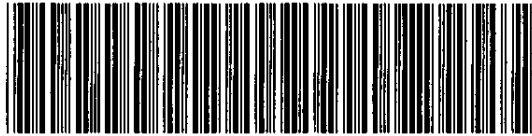
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600074197286

05/09/06--01006--022 **35.00

Amend + Restated

SJL

06 MAY -9 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PHILIP S. HANEY LL.M. (taxation)
admitted Oklahoma and Tennessee

LAW OFFICES
PHILIP S. HANEY ASSOCIATES
Boulder Towers
1437 South Boulder, Suite 1050
Tulsa, Oklahoma 74119-3616

TELEPHONE: 918.744.1023
FACSIMILE: 918.583.7170
pshaney@swbell.net

May 5, 2006

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

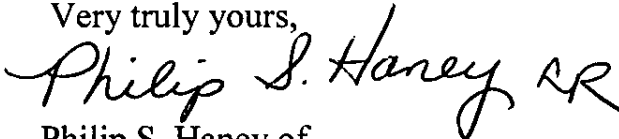
via UPS 2nd Day Air

***Re: New Spirit Full Gospel Word Church, Inc.
Corp. Document #N98000002440***

Ladies and Gentlemen:

Enclosed is an originally executed copy of amended and restated articles of incorporation of **New Spirit Full Gospel Word Church, Inc.** Please file the amended articles and return a file-stamped copy along with your office's certification letter to the undersigned in the self-addressed, postage prepaid envelope provided for this purpose. A check made payable to the "Florida Department of State" in the amount of \$35 is enclosed to cover the cost of filing.

Please call if you have any questions. Thank you for your assistance.

Very truly yours,

Philip S. Haney of
PHILIP S. HANEY ASSOCIATES

PSH:ibr
Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEW SPIRIT FULL GOSPEL WORD CHURCH, INC.**

(A Florida Non-Stock Corporation Not for Profit)

Pursuant to the provision of Florida Statutes, Chapter 617, "Corporations Not for Profit," the undersigned corporation adopts the following articles of amendment and restates its articles of incorporation.

FIRST: The name of the corporation is:

New Spirit Full Gospel Word Church, Inc.

SECOND: The corporation's document number is:

N98000002440

THIRD: These amended and restated articles of incorporation add certain features and language provisions required of nonprofit, tax exempt organizations by the Internal Revenue Service in order to comply with Sections 170(b)(1)(A)(i), 170(c)(2), 501(c)(3), and 509(a)(1) of the Internal Revenue Code of 1986, as amended; modernize the corporation's nonprofit and tax exempt purposes and powers provisions for IRS compliance purposes; and effect certain minor, nonsubstantive corrections or clarifications.

FOURTH: The corporation's amended and restated articles of incorporation shall be effective when filed with the Florida Secretary of State.

FILED
06 MAY -9 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIFTH: The corporation's amended and restated articles of incorporation were adopted by the corporation through its Board of Directors; there are no general members authorized to vote in relation to the corporation's articles of incorporation.

SIXTH: The text of the amended and restated articles of incorporation of the corporation is set forth below in full:

ARTICLE I

CORPORATE NAME

The name of the corporation is **New Spirit Full Gospel Word Church, Inc.**

ARTICLE II

DURATION

The duration of the corporation is perpetual unless it is dissolved according to law.

ARTICLE III

PRINCIPAL OFFICE; REGISTERED AGENT AND OFFICE

The street address and county of the corporation's principal office is:

4511 Soutel Drive
Jacksonville, Florida 32208
County of Duval

The name of the corporation's registered agent is:

Dr. Forest Gilbert, Jr.

The street address and county of the registered office is:

4511 Soutel Drive
Jacksonville, Florida 32208
County of Duval

ARTICLE IV

PURPOSES; POWERS; RESTRICTIONS

The corporation is a nonprofit corporation organized and operated as a church, and exists exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In furtherance of its nonprofit tax exempt purposes, the corporation shall have the following purposes, powers and authority; however, the corporation shall not be empowered and is prohibited from engaging in any activity which is not allowed pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 4.01 – The purposes of the corporation include:

- (a) Disseminating religious instruction, principles and ethics through teaching and preaching the Word of God through worship, instruction, fellowship and evangelism.
- (b) Operating a local church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with the commandments and provisions as set forth in the Holy Bible, recognized as the Word of God.
- (c) Building the Kingdom of God through:
 - (i) Worship: Promoting the worship of God through prayer, communion and praise by means of regular worship services;

-
- (ii) Instruction: Teaching God's Word to fellow Christians and seekers by providing religious instruction to the young and to the old;
 - (iii) Fellowship: Encouraging an attitude of mutual concern for one another;
 - (iv) Evangelism: Preaching the Gospel of the Lord Jesus Christ in the community of Jacksonville, Florida, and in other regions open and available to the church throughout the world;
 - (v) Leadership: Forming an organization of ministers and lay leaders, as needed, to minister to the congregation of the church and to individuals from the community who seek the help of the church;
 - (vi) Ministry: Meeting the spiritual needs of members and guests of the church, utilizing various methods consistent with the church's statement of faith, as set forth in the corporation's bylaws.

Section 4.02 – The powers of the corporation include:

Acquiring and holding property, either real or personal, for nonprofit, religious purposes, as may be necessary and appropriate for the corporation's needs, and undertaking other actions to accomplish the corporation's purposes. As a means of accomplishing its purposes, the corporation shall have the power to:

- (a) Receive and accept gifts of money and property, and to hold same for any of the purposes of the corporation and its work;
- (b) To raise and assist in raising funds for the purposes herein set forth;
- (c) To acquire, own, lease, mortgage and dispose of property, both real and personal;
- (d) To accept property and donations in trust for religious and charitable purposes;

- (e) To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon;
- (f) To license, ordain, and set forth ministers, pastors, evangelists, singers, and musicians in the ministry in order to provide training, counseling and education services necessary for the ministry, provided such persons have been recommended by the church's pastor and they have completed a training program as recommended by the pastor and accepted by the church Board;
- (g) To affiliate with and/or establish churches, schools and ministries as deemed appropriate and needful to further the corporation's purposes.
- (h) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the power so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended by an organization, contributions to which are deductible for federal tax purposes.

Section 4.03 -- Restrictions of the corporation:

- (a) The property of the corporation is irrevocably dedicated to religious, educational, and charitable purposes, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in the corporation's articles of incorporation.
- (b) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.
- (c) The corporation shall not:
 - (i) Operate for the purpose of carrying on a trade or business for profit;
 - (ii) Accumulate income, invest income or divert income, in a manner endangering its exempt status; or
 - (iii) Except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the corporation.

ARTICLE V

GOVERNANCE

Section 5.01 -- Board of Directors: The powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a Board of Directors which shall consist of not fewer than three (3) members. The number of Directors may be increased or decreased from time to time by a vote of a majority of the Directors, but at no time shall there be fewer than three (3) Directors serving on the Board. The manner in which the Directors shall be elected or appointed shall be governed by the provisions of the bylaws of the corporation.

Section 5.02 -- Officers: The Board of Directors shall elect officers of the corporation. The number, structure, manner of appointment and terms of office of the officers shall be set forth in the bylaws of the corporation.

Section 5.03 -- Annual meeting: The annual meeting of the corporation shall be held in accordance with provisions of the corporation's bylaws.

ARTICLE VI

MEMBERS

The corporation shall have congregational members and they shall be admitted and qualified in accordance with the bylaws adopted by the Board of Directors.

ARTICLE VII

TRANSACTIONS OF THE CHURCH

Contracts

Section 7.01 -- The Board of Directors may authorize any officer or agent of the Church to enter into a contract or execute and deliver any instrument in the name of an on behalf of the Church. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Deposits

Section 7.02 -- All funds of the church shall be deposited to the credit of the church in banks, trust companies or other depositories selected by the Board of Directors.

Gifts

Section 7.03 -- The Board of Directors may accept on behalf of the church any contribution, gift, bequest or device for the general purposes or for any special purpose of the church. The Board of Directors may make gifts and give charitable contributions that are not prohibited by the bylaws, the articles of incorporation, state law and any requirements for maintaining the church's federal and state tax status.

Potential Conflicts of Interest

Section 7.04 -- The church shall not make any loan to a director or officer of the church. A director, officer or committee member of the church may loan money to and otherwise transact business with the church except as otherwise provided by the bylaws, articles of incorporation and all applicable laws. Such a person transacting business with the church has the same rights and obligations relating to those matters as other persons transacting business with the church. The church shall not borrow money from or otherwise transact business with a director, officer or committee member of the church unless the transaction is described fully in a legally binding instrument and is in the best interest of the church. The church shall not borrow money

from or otherwise transact business with a director, officer or committee member of the church without full disclosure of all relevant facts and without the approval of the Board of Directors, not including the vote of any person having a personal interest in the transaction.

Prohibited Acts

Section 7.05 -- As long as the church is in existence, and except with the prior approval of the Board of Directors, no director, officer or committee member of the church shall:

- a) Perform any act in violation of the bylaws or a binding obligation of the Church.
- b) Perform any act with the intention of harming the Church or any of its operations.
- c) Perform any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Church.
- d) Receive an improper personal benefit from the operation of the Church.
- e) Use the assets of the Church, directly or indirectly, for any purpose other than carrying on the business of the Church.
- f) Wrongfully transfer or dispose of Church property, including intangible property such as good will.
- g) Use the name of the Church (or any substantially similar name) or any trademark or trade name adopted by the Church, except on behalf of the Church in the ordinary course of the Church's business.
- h) Disclose any of the Church's business practices, trade secrets or any other information not generally known to the business community to any person not authorized to receive it.

ARTICLE VIII

COMPENSATION POLICY; PRIVATE INUREMENT

Section 8.01 – No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the tax exempt purposes and objectives of the corporation. Notwithstanding any other provisions of the articles of incorporation or the bylaws of the corporation, the corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States revenue law).

Section 8.02 – Individuals serving as members of the Board of Directors will be compensated in their capacities as Board members for justifiable expenses related to meetings and other Director activities (mileage, meals, lodging, etc.), and for reasonable Director's fees/stipends for attending regularly scheduled Board meetings, as appropriate.

Section 8.03 – Individuals who serve as Directors and also as employees of the church shall remove themselves from the voting process when the Board is determining compensation, benefits, etc. in relation to their compensation as employees of the church.

Section 8.04 – Members of the Board of Directors shall undertake to ensure that all compensation/salaries paid to employees of the Church will be reasonable for the services such persons render, and comparable to and competitive with compensation paid by other, similar nonprofit and exempt organizations for similar services rendered to them.

ARTICLE IX

AMENDMENTS

Amendments to these articles of incorporation may be adopted by a two-thirds (2/3) majority vote of the Board of Directors in the manner set forth in the bylaws of the corporation.

ARTICLE X

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States revenue law) as the Board of Directors shall determine.

* * * * *

There are no general members entitled to vote on amendments to the corporation's articles of incorporation, and, accordingly, these amended and restated articles of incorporation were adopted by the Board of Directors of New Spirit Full Gospel Word Church, Inc. on the 16 day of April, 2006.

NEW SPIRIT FULL GOSPEL WORD CHURCH, INC.

By: Dr. Forest Gilbert, Jr. Sr. Pastor
Dr. Forest Gilbert, Jr., Sr. Pastor/President/Director