

N98000004186

FILED
 AUG -4 AM 11:06
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Requestor's Name
 1410 E. INDIAN HEAD DR
 Address 877-4141
 TALLAHASSEE FL 32301
 City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PARKWAY BAPTIST Church Holding Company N98000004186
 (Corporation Name) (Document #) *Amended & Restated*
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

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 DIVISION OF CORPORATIONS
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- Walk in Pick up time _____ Certified Copy
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

Restated and Amended Articles of Incorporation
For
Parkway Baptist Church Holding Company
(A Florida Not-For-Profit Corporation)

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1. The name of the Florida not-for-profit corporation whose articles are being amended and restated is PARKWAY BAPTIST CHURCH HOLDING COMPANY, and its document number is N98000004186.

2. The amended and restated articles duly adopted are as follows:

ARTICLE I
NAME

The name of this corporation shall be PARKWAY BAPTIST CHURCH HOLDING COMPANY.

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be 1410 E. Indianhead Drive, Tallahassee, FL, 32301 and the mailing address of this corporation shall be 1410 E. Indianhead Drive, Tallahassee, FL, 32301.

ARTICLE III
PURPOSE

The purposes of this corporation are :

1. To buy, purchase, own, acquire by gift, devise, purchase or otherwise, real and personal property, and to build, erect, construct, provide for, maintain and equip suitable buildings, churches, houses, etc. for the benefit, use and occupation of said PARKWAY BAPTIST CHURCH, Tallahassee, Florida, its members and congregation, in maintaining and fostering public worship, and the preaching and teaching of the Word of God and the Gospel of Jesus Christ, and for all other meetings and purposes of the said PARKWAY BAPTIST CHURCH, Tallahassee, Florida, its members and congregation;

2. To build, construct, erect, maintain and equip schools, mission stations and mission churches, pastor's homes and such other houses or equipment as the church may desire for carrying on its work;

3. To receive, administer, disburse and invest gifts, devises and bequests by or from any persons or corporations;

4. To issue bonds, notes, debentures and evidences of indebtedness, and to secure the

same by mortgage, deed of trust or otherwise.

5. This corporation is organized primarily for the purpose of holding the title to such property or properties as the said PARKWAY BAPTIST CHURCH, Tallahassee, Florida, shall, from time to time, purchase or acquire, and it shall have power, from time to time, to make such contracts and to do such things as shall be authorized and directed by the members of said PARKWAY BAPTIST CHURCH, Tallahassee, Florida. This corporation shall have no power to mortgage, sell, encumber, deed or otherwise dispose of any property without the written consent and direction of the said PARKWAY BAPTIST CHURCH, Tallahassee, Florida, evidenced by resolution of said Church, duly passed.

The personal and real property of the individual members of this corporation shall not be liable for indebtedness which shall be incurred by this corporation.

ARTICLE IV MEMBERS

The members of this corporation shall consist of the Administrative Leadership Team of PARKWAY BAPTIST CHURCH, Tallahassee, Florida. If any member ceases to be a member of said PARKWAY BAPTIST CHURCH, Tallahassee, Florida, in good and regular standing, they shall cease to be a member of this corporation.

ARTICLE V DURATION

The term for which this corporation shall exist shall be perpetual.

ARTICLE VI ADMINISTRATIVE LEADERSHIP TEAM

Except as otherwise provided herein the business of the corporation shall be managed and its corporate powers exercised by an Administrative Leadership Team. The Administrative Leadership Team shall consist of nine members or such other number as shall be subsequently required in the bylaws of the Parkway Baptist Church, in good and regular standing in said church. The Administrative Leadership Team Members shall be elected for a three-year term. Such election shall take place at the annual meeting of the Church membership and each Administrative Leadership Team Member shall hold office until his successor has been elected and qualified, or until his prior resignation or removal. At the annual meeting of the Church membership, nominations shall be made from the floor for each vacancy on the Administrative Leadership Team. In order to obtain an equal rotation in the Administrative Leadership Team Members, three of the initial Administrative Leadership Team Members shall serve one-year terms, three of the initial Administrative Leadership Team Members shall serve two-year terms with the remaining three Administrative Leadership Team members serving a full three-year term. The initial Administrative Leadership Team Member terms shall be deemed to have commenced as of the fourth Sunday in April 1996. No Administrative

Leadership Team Member shall be elected to two consecutive three-year terms without rotating off of the board for a minimum of one year. No more than three Deacons shall serve on the Administrative Leadership Team at any one time. This provision will not require the resignation of any Administrative Leadership Team Member who may be elected Deacon during his Team term. The Administrative Leadership Team shall represent the church in legal and property matters as directed by the church. They shall have no authority to buy, sell, mortgage, lease, or transfer property without the specific vote of the church authorizing such action. It shall be the function of the Administrative Leadership Team to sign all legal documents involving the sale, mortgaging, purchasing, or rental of property or other legal documents where such signature may be required. If any member of the Administrative Leadership Team ceases to be a member of said PARKWAY BAPTIST CHURCH, Tallahassee, Florida, in good and regular standing, he shall cease to be a member of the Administrative Leadership Team, and the vacancy may be filled by the members of the Church at any regular business meeting of the church, or at a special meeting called for that purpose.

The names of the Administrative Leadership Team and their respective offices, who are to manage the affairs of this corporation from the date of its AMENDED AND RESTATED ARTICLES OF INCORPORATION until their successors are elected and qualified as provided for in Article IV shall be as follows:

Gail Jaillet	President
Jim Lee	Vice-President
Marilyn Huff	Secretary
Harry Mitchell Sr.	Team member
Chet Grimsley	Team member
Woody Herndon	Team member
Abe Kinsey	Team member
Kent Bishop	Team member
Dot Tadlock	Team member

ARTICLE VII REGISTERED OFFICE AND AGENT

The registered agent for this corporation shall be Conley Kennison, located at 1410 E. Indianhead Drive. The registered office and agent may be changed from time to time in accordance with the corporate bylaws and the laws of the state of Florida.

ARTICLE VIII BYLAWS

The bylaws of this corporation shall be made, altered or amended by the corporation at any regular or special meeting duly and legally called, but any alterations or amendments of said bylaws shall only be made by a four-fifths majority vote of all the members of the corporation and only after said bylaws, alterations or amendments have been approved by the PARKWAY BAPTIST CHURCH, Tallahassee, Florida evidenced by resolution of said church, duly passed.

ARTICLE IX

The highest amount of indebtedness or liability to which this corporation may, at any time, subject itself shall never exceed an amount greater than two-thirds (2/3) of the then existing fair market value (i.e. fair market value at the time the loan is being obtained), as determined by a qualified appraiser acceptable to the corporation, of the property owned by the corporation.

ARTICLE X TRANSFER OF ASSETS IN THE EVENT OF DISSOLUTION

If this corporation should ever be dissolved, all of its assets remaining after payment and satisfaction of all its costs, and indebtedness, including the expenses of such dissolution shall be distributed to non-profit corporations, or other organization, which is qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code or any successor to said Section.

The members of said church defined in its bylaws who are members in good standing at the time of dissolution of said corporation shall in a duly called conference sitting, designate the non-profit corporation(s) or organizations(s) to receive assets of the corporation upon dissolution. No assets of said church shall be distributed to any member or officer or Administrative Leadership Team member of this church. Any non-profit corporations or organizations designated to receive assets under this Article shall be affiliated with the Southern Baptist Convention and the Florida Baptist Convention.

Pursuant to the provisions of section 617.1006 and 617.1007, Florida Statutes, The Undersigned hereby certify and acknowledge that there are no members of this corporation except its Administrative Leadership Team and that the Administrative Leadership Team, in accordance with the corporate charter and by-laws as well as the laws of the State of Florida, unanimously adopted the restated and amended articles on May 11, 1999. The undersigned further certify and acknowledge that Gail Jalliet is the Chairman (president) of the Administrative Leadership Team and Marilyn Huff is the secretary thereof, and that they have been unanimously authorized and empowered by the Administrative Leadership Team to execute this instrument.

Gail Jalliet
GAIL JALLIET, its Chairman (president)

ATTEST: Marilyn S. Huff
MARILYN HUFF, its Secretary

STATE OF FLORIDA
COUNTY OF LEON

Before me, personally appeared GAIL JALLIET and MARILYN HUFF, personally known to me or proved to me on the basis of satisfactory evidence, to be the President and Secretary, respectively, of PARKWAY BAPTIST CHURCH HOLDING COMPANY, and the individuals described in and who executed the foregoing Amended and Restated Articles, and who acknowledged before me that they executed the same for the purpose therein expressed and pursuant to the power and authority duly granted to them by the corporation.

Witness my hand and seal in the County and State named above, this 22 day of June, 1999.

Ann T Kinsey
Notary Public
My Commission expires:

 Ann T Kinsey
My Commission CC813390
Expires March 1, 2003