

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PASADENA PRESBYTERIAN CHURCH, INC.  
a Florida Not-for-Profit Corporation**

WHEREAS, PASADENA PRESBYTERIAN CHURCH, INC., a Florida Corporation (the “Corporation”) is a church which was originally organized by the authority of WESTMINSTER PRESBYTERY, in accordance with the Form of Government of PRESBYTERIAN CHURCH (USA) (“PCUSA”); and

WHEREAS, the Corporation became a unit of the PRESBYTERY OF TAMPA BAY, the successor in interest to WESTMINSTER PRESBYTERY and a unit of PCUSA; and

WHEREAS, the Corporation has terminated its affiliation with PCUSA; and

WHEREAS, the Corporation is now a member congregation under the apostolic authority and ecclesiastical jurisdiction of A COVENANT ORDER OF EVANGELICAL PRESBYTERIANS (“ECO”) pursuant to the polity adopted by ECO (the “Polity”) and has agreed to be governed and operated in accordance with the Polity and ECO Constitution, which consists of the ECO Essential Tenants, the Polity, and the ECO Rules of Disciple; and

WHEREAS, the Corporation is an exempt organization under Section 501(c)(3) of the Internal Revenue Code; and

WHEREAS, the Corporation, in connection with its reorganization and affiliation with the ECO, desires to adopt these Amended and Restated Articles of Incorporation, as follows.

NOW THEREFORE, the Corporation hereby adopts the following as its Amended and Restated Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation is **PASADENA PRESBYTERIAN CHURCH, INC.**

## **ARTICLE II: PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the Corporation is 100 Pasadena Avenue North, St. Petersburg, Florida 33710. However, the Corporation shall have power to establish other offices at such other places within or without the State of Florida as may be determined and deemed expedient by the Board of Trustees.

The mailing address of the corporation is the same as its principal office.

## **ARTICLE III: EXISTENCE AND DURATION**

The term of existence of the corporation is perpetual.

## **ARTICLE IV: PURPOSE**

The purposes for which the Corporation exists and its powers, under the authority of the session of the church and, where applicable, the ECO Constitution, are as follows:

A. To operate and maintain a body corporation not for profit, but for religious purposes to promote the Christian faith and the doctrine and tenets of the ECO, to conduct a church according to the doctrine, discipline and worship as set forth in the ECO constitution and other governing documents, as now existing and amended from time to time hereafter; to establish and conduct schools and other methods of propagating the gospel in the Christian faith; to plan for, organize and conduct such functions as will further the spiritual, moral and social welfare of its members and those in the community.

B. To be the Corporation which the church aforesaid has caused to be formed, to receive, hold, encumber, manage and transfer property and to facilitate the management of its civil affairs in such a manner as may be directed by its Session from time to time.

C. To take, receive, hold, administer and dispose of all land, tenements, rents, annuities, franchises, hereditaments, moneys, securities, income and property, real and personal, of any kind, which at any time or times heretofore has been or which at any time and from time to time shall hereafter be given, granted, bargained, sold, released, devised, bequeathed, conveyed, transferred, assigned, set over or delivered by any person or persons, corporations, association, trustees, foundations or other forms of organizations, to the church or to this Corporation or to the predecessors of either, or to their use or to the use of any of them, or in trust for them or any of them, or to them or any of them for the support of any work, activity, purpose, project of interest of the church or its predecessors, in which property of any kind the church or this

Corporation or the predecessors of either have or are intended to have any legal or equitable interest, present or future, vested or contingent.

D. To take over, administer, manage, and supervise all civil affairs of the church.

E. To manage, supervise, control and direct, and to form, incorporate, terminate, dissolve or maintain a civil agency or corporation to carry out its purpose.

F. To exercise all the powers conferred by law upon corporations not for profit, to the extent such powers are not in conflict with the purposes of the Corporation nor with the ECO Constitution.

G. To operate exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, 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 purposes described in Section 501(c)(3) of the Internal Revenue Code, or by the corresponding section of any future federal tax code.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt 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, the corporation shall not conduct or carry on any other activities not permitted to be conducted or carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by the corresponding section of any future federal tax code, of (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or by the corresponding section of any future federal tax code.

#### **ARTICLE V: DISSOLUTION**

Upon dissolution, any corporate property, both real and personal, remaining after the payment or discharge of all corporate liabilities, the return, transfer, or conveyances of assets

held on conditions requiring the same shall be, at the direction of the Board of Trustees, be sold or disposed of to one or more organizations which themselves are organizations qualifying as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the Federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in Pinellas County, Florida.

#### **ARTICLE VI: BOARD OF TRUSTEES**

The management of the Corporation shall be vested in a Board of Trustees of not less than three (3) Trustees, and is made up of the then current active Session Elders. The Trustees shall deal with property of the Corporation only as they may be authorized or directed by the Session of the church. The Trustees shall exercise their authority and conformity with the actions of the Session as conveyed to them from time to time.

The manner in which the Trustees are elected, appointed, or removed is stated in the Bylaws.

#### **ARTICLE VII: OFFICERS**

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer and such other officers as may be elected by the Trustees from time to time. The same person may hold two or more offices, except that the same person may not be President and Secretary simultaneously. The officers shall be elected by the Board of Trustees, and committees may be established, in accordance with the By-Laws of the Corporation and, where applicable, the ECO Constitution.

#### **ARTICLE VIII: MEMBERS**

The Members of the Corporation shall be the Covenant Partners of the church, PASADENA PRESBYTERIAN CHURCH, of St. Petersburg, Florida. Qualification, admission, termination and all other terms and conditions of membership shall be the same as those to become a Covenant Partner in the church, as they now or hereafter exist, in accordance with the governing ecclesiastical documents of the Corporation and, where applicable, the ECO Constitution. The Members shall not be personally liable for the debts of the Corporation.

#### **ARTICLE IX: BYLAWS**

The By-Laws of the Corporation are to be made and adopted by, and may be altered, amended, or rescinded by, the Members.

**ARTICLE X: AMENDMENTS**

These Articles of Incorporation may be amended by the act of a majority of the Members present at a duly-held meeting of the Members.

It is the intention of the Corporation that these Amended and Restated Articles of Incorporation supersede the original articles of incorporation and any amendments to them, and that these Amended and Restated Articles of Incorporation shall become the complete restated Articles of Incorporation of PASADENA PRESBYTERIAN CHURCH, INC. immediately upon filing with the Secretary of State of the State of Florida.

I HEREBY CERTIFY that the above and foregoing Amended and Restated Articles of Organization of PASADENA PRESBYTERIAN CHURCH, INC. required approval of no less than two-thirds (2/3) of the Members present at a duly conducted meeting of the Members on the \_\_\_\_\_ day of \_\_\_\_\_, 2017, and the vote was sufficient for its approval.

PASADENA PRESBYTERIAN CHURCH, INC., a  
Florida Not-for-Profit Corporation

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name and Title

STATE OF FLORIDA  
COUNTY OF PINELLAS

Acknowledged before me the \_\_\_\_\_ day of \_\_\_\_\_, 2017 by  
\_\_\_\_\_ as \_\_\_\_\_ (Title) of  
PASADENA PRESBYTERIAN CHURCH, INC. who is personally known to me or who has  
produced \_\_\_\_\_ as identification.

\_\_\_\_\_  
Notary Public

My Commission Expires: