

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
UNITY-CLEARWATER, INC. / CHURCH OF CLEARWATER, INC.**

Introduction. These Amended and Restated Articles of Incorporation of UNITY CHURCH OF CLEARWATER, INC., ("the Corporation") were adopted by the members of the Corporation **on February 28, 2016. [omit February 23, 1997.]** The present name of the Corporation is UNITY CHURCH OF CLEARWATER, INC. The name under which the Corporation was originally incorporated (1958) was UNITY-CLEARWATER, INC. The former Articles of Incorporation of the Corporation were filed on April 8, 1993 **and February 23, 1997.** All amendments embodied in these Amended and Restated Articles of Incorporation of UNITY-CLEARWATER, INC. (~~henceforth to be - omit~~ known as UNITY CHURCH OF CLEARWATER, INC. **since 1997**), have been duly adopted by the members and directors of the Corporation in accordance with the provisions of Fla. Stat. #617.1007. **With the exception of those amendments embodied herein and the omission of matters of historical interest, there is no discrepancy between the Corporation's Articles of Incorporation as heretofore amended and these Amended and Restated Articles of Incorporation, except the addition of the title "Senior" to Minister and the clarification that the registered Agent is The Reverend Dr. Leddy Hammock or whoever is serving as the Senior Minister of the Unity Church of Clearwater (as per FL Statute 617.0501).**

Article 1. NAME. The name of the Corporation is: Unity Church of Clearwater, Inc.

Article 2. NOT-FOR-PROFIT. The Corporation is a corporation not-for-profit as defined in Section 617.01, Florida Statutes (1981). The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors, or officers, except to the extent permissible under law. The Corporation is organized on a nonstock basis and shall not issue shares of stock and shall not pay dividends to its members.

Article 3. DURATION. The duration of the Corporation is perpetual.

Article 4. PURPOSES. The Corporation is organized, and shall be operated exclusively for, the following purposes:

4.1. Religious, charitable, and benevolent, scientific and educational, and especially to conduct religious services and activities according to the Jesus Christ standard of Charles and Myrtle Fillmore, Co-Founders of the Unity movement, **to affirm spiritual ordination as Unity Ministers by affirmative majority vote of the acting voting membership,** and to cultivate **[social intercourse] positive interaction** among its members and to assist in improving the **[moral] social justice** and spiritual conditions of humanity.

4.2. To purchase and sell such literature, including magazines, pamphlets, books, tapes, and other materials as in the opinion of the Board of Directors and the **Senior** Minister would be for the furtherance of its purposes and causes and which would be in accord with the Jesus Christ standard of Charles and Myrtle Fillmore, Co-Founders of the Unity Movement.

4.3. To receive love offerings and contributions, to receive, manage, take and hold real, personal and/or mixed property by gift, grant, devise, or bequest, and to sell or dispose of the same for the benefit of this corporation.

4.4. To exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort of nature without limitation as to its amount of value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein;

4.5. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. LIMITATION. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers, but 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 set forth in Article 4. (Purposes) hereof.

Article 6. MEMBERS. The Corporation shall have voting members who shall be elected (and may be removed) by the voting members and shall have all the rights and privileges of members of the Corporation. The

Bylaws may provide for one or more classes of voting members. The Bylaws may also provide for nonvoting members of one or more classes. Voting members and nonvoting members shall be admitted in such a manner and shall have such rights and privileges as are set forth in the Bylaws of the Corporation.

Article 7. REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the Corporation is 2465 Nursery Road, Clearwater, Florida **and the Registered Agent of the Corporation is The Reverend Dr. Leddy Hammock or whomever is named Senior Minister of Unity Church of Clearwater.**

Article 8. BOARD OF DIRECTORS. The management of the Corporation shall be vested in a Board of Directors. The number of persons constituting the present Board of Directors is seven (7): six (6) persons plus the Minister. The number of persons on the Board of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3) persons. The voting members of the Corporation shall elect the Directors at the Annual Meeting of the voting members of the Corporation. [The names and addresses of the Directors of the Corporation have been deleted as a matter of historical interest.]

Article 9. OFFICERS. The Officers of the Corporation shall consist of a President, Secretary, Treasurer, and such other officers and assistant officers as may be provided for in the Bylaws. Each Officer shall be elected by the voting members of the Corporation (and may be removed by the voting members of the Corporation) at such time and in such a manner as may be prescribed by the Bylaws. [The names and addresses of the Officers of the Corporation have been deleted as a matter of historical interest.]

Article 10. INCORPORATORS. [The names and addresses of the original incorporators of the Corporation have been omitted as a matter of historical interest.]

Article 11. BYLAWS. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended, or rescinded by the Board of Directors. However, any proposed amendment shall be subject to the ratification by a majority vote of the membership if so requested by the **Senior Minister** or the Board of Directors.

Article 12. RESTATEMENT OF ARTICLES. These Amended and Restated Articles of Incorporation supersede and replace the Certificate of Reincorporation and Articles of Incorporation filed with the Department of the State of Florida on April 8, 1993 **and February 23, 1997.**

Article 13. DISSOLUTION. Should this Corporation dissolve, assets shall be distributed for one or more exempt purposes within the meaning of Section 501.(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be disposed of by the court of Common Pleas of the county in which the principle 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.

INDEMNIFICATION. The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have signed these Amended and Restated Articles of Incorporation of UNITY CHURCH OF CLEARWATER, INC., on this _____ day of **March, 2016.**

Cynthia Mackey and Maryan Beardsley, Co-Presidents (of Leadership Development)

Secretary (President of Communications)

(Corporate Seal, if any) STATE OF FLORIDA – County of Pinellas)

[This section replaces the former validation by then Notary Public, Robert P. Hammock] **BEFORE ME personally appeared Cynthia Mackey, Maryan Beardsley, and _____ to me well known and known to me to be the Co-Presidents and Secretary, respectively, of UNITY CHURCH OF CLEARWATER, INC., and who executed the foregoing AMENDED AND RESTATED ARTICLES OF INCORPORATION OF UNITY CHURCH OF CLEARWATER, INC., and acknowledged to and before me that they executed said instrument for the purposes therein expressed. WITNESS my hand and official seal this _____ day of _____, 2016, in the aforesaid County and State. Signed, Notary Public:**