

**CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF
Saint Paul Community Baptist Church, Inc.**

The undersigned, being respectively the Chair of the Board of Trustees of **Saint Paul Community Baptist Church, Inc.**, an incorporated religious corporation, having offices at 859 Hendrix Street, Brooklyn, New York, do hereby certify as follows:

FIRST: The name of the corporation is **Saint Paul Community Baptist Church, Inc.** (the "Corporation"). The Corporation's original name was St. Paul Community Baptist Church, and the Corporation now desires to further amend its corporate name as set forth in Paragraph FIFTH (*inter alia*).

SECOND: The original Certificate of Incorporation of the Corporation was filed with the Office of the Kings County Clerk and Clerk of the Supreme Court, Kings County as of January 3, 1930; the first amendment to the Certificate of Incorporation, filed as of February 1, 1985, which amended, *inter alia*, certain paragraphs to amend the annual corporate meeting date and the number of trustees and annex thereto the Corporation's Constitution; the second amendment to the Certificate of Incorporation, filed as of February 5, 1999, which amended the Corporation's Constitution (collectively the "Certificate of Incorporation").

THIRD. The Certificate of Incorporation provided that the Corporation was formed in accordance with the Religious Corporations Law of the State of New York. The Corporation is an incorporated Church as defined in Section 2 of the New York Religious Corporations Law existing in accordance with Article 7 of the New York Religious Corporations Law.

FOURTH: The Certificate of Incorporation is amended, in accordance with Article 8 Section 801 of the Not-for-Profit Corporation of the State of New York, to formally align the Corporation's Certificate of Incorporation in accordance with its practices as a New York religious corporation existing in accordance with Article 7 of the Religious Corporations Law of the State of New York.

FIFTH: The Certificate of Incorporation is hereby amended in its entirety as set forth as follows: (i) amended the formatting and indents throughout; (ii) amended the preamble to be more concise and set forth the facts and circumstance of the amended and restated certificate; (iii) Paragraph FIRST is amended to change the corporate name of the Corporation to "St. Paul Community Baptist Church, Inc." and to add the defined term "Corporation" to the Certificate of Incorporation"; (iv) Paragraph SECOND is amended so that the minimum amount of Trustees shall be six and to clarify that the Corporations has membership, that the terms of membership are to be further described in the bylaws of the Corporation, and restates the initial trustees of the Corporation at the time of incorporation; (v) Paragraph THIRD is deleted in its entirety and replaced with a new paragraph THIRD which sets forth the details of the initial meeting for the incorporation of the Corporation and the history of amendments to the Certificate of Incorporation; (vi) Paragraph Fourth is amended to use the defined term, "Corporation"; (vii) Paragraph

FIFTH is deleted in its entirety and replaced with the corporate purpose of the Corporation as set forth in the Amendment to the Certificate of Incorporation dated February 5, 1999 – the corporate purpose is not changed; (viii) Paragraph SIXTH is amended to include the procedure in the event of dissolution of the Corporation; (ix) the remaining contents after Paragraph SIXTH of the Certificate of Incorporation, as amended, are deleted in their entirety; (x) added a new paragraph SEVENTH describing the manner of authorization of this Certificate of Amendment and the Restated Certificate of Incorporation as a result of this Certificate of Amendment; (xi) added a new Paragraph EIGHTH describing that the Restated Certificate of Incorporation expresses the amendments set forth herein; (xii) added a new Paragraph NINTH setting forth that the Corporation is not affiliated with governing denomination or other church; (xiii) added a new Paragraph TENTH containing language required of 501(c)3 organizations; AND (xiv) added a new Paragraph ELEVENTH setting forth the standard of Section 508 of the New York Not-for-Profit Corporation Law. The Restated Certificate of Incorporation after the foregoing changes is annexed hereto as Exhibit A.

SIXTH: The Amended and Restated Certificate of Incorporation annexed hereto does not add, change, or eliminate a purpose, power or provision which requires consent or approval of a governmental body or officer or any other person or body, and does not change the name of the Corporation.

SEVENTH: This Certificate of Amendment of the Certificate of Incorporation was duly authorized and adopted: (i) at a duly called meeting of the Board of Trustees of the Corporation, at which a quorum was present and acting throughout, by a unanimous affirmative vote by the Board of Trustees of the Corporation and then (ii) at a duly called meeting of the Members of the Corporation, at which a quorum was present and acting throughout, by a majority of the Members of the Corporation eligible to vote at said meeting.

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Saint Paul Community Baptist Church, Inc.

By: _____
Name: Gloria Miller
Title: Chair, Board of Trustees

STATE OF NEW YORK)
)ss.:
COUNTY OF _____)

On the ____ day of _____, in the year 2024, before me, the undersigned, personally appeared **Gloria Miller**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity, and that by his/her/their signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

EXHIBIT A

**RESTATED
CERTIFICATE OF INCORPORATION OF
ST. PAUL COMMUNITY BAPTIST CHURCH, INC.**
(exhibit to commence on next page)

**RESTATED CERTIFICATE OF INCORPORATION OF
ST. PAUL COMMUNITY BAPTIST CHURCH, INC.**

*existing pursuant to Article 7
of the Religious Corporations Law of the State of New York*

The undersigned, being respectively the Chair of the Board of Trustees of of **St. Paul Community Baptist Church, Inc.**, an incorporated religious corporation, having offices at 859 Hendrix Street, Brooklyn, New York, do hereby certify as follows:

FIRST: The name of the corporation is **St. Paul Community Baptist Church, Inc.** (hereinafter referred to as the "Corporation"). The Corporation's original name was St. Paul Community Baptist Church.

SECOND: The Corporation shall have members as provided in the bylaws of the Corporation, but the management and direction of the business of the Corporation shall be vested in a board of trustees. The number, terms of officer, method of election, powers, authorities, and duties of the individual trustees of the board of trustees, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of this Amended and Restated Certificate of Incorporation of the Corporation shall be as specified from time to time in the bylaws of the Corporation. The initial trustees of the Corporation at the time of incorporation and the terms that they were elected are as follows:

Emma McMullen, 1 year; Willie White, 1 Year; Prince Bryant, 2 years; Allen Hester 2 years; Mattie Scott, 3 years; Joshua Skeete, 3 years.

THIRD: On or about January 3, 1930, the Corporation, following a duly called and held meeting on December 30, 1929 (the "Initial Meeting") at No. 246 Watkins Street, in the Borough of Brooklyn, City of New York, originally filed a certificate of incorporation to exist in accordance with the Religious Corporations Law of the State of New York with the Office of the Kings County Clerk and Clerk of the Supreme Court, Kings County (the "Original Certificate"). The Original Certificate was subsequently amended and filed with the Office of the Kings County Clerk and Clerk of the Supreme Court, Kings County on or about February 1, 1985, and such certificate amended the date of the annual corporate meeting, the number of trustees and annexed a constitution establishing the rule and regulations for the Corporation. Such certificate was further amended and filed with the Office of the Kings County Clerk and Clerk of the Supreme Court, Kings County on or about February 5, 1999, and such certificate annexed a new constitution for the Corporation.

FOURTH: The principal place of worship of the Corporation is to be located in the Borough of Brooklyn, City of New York, County of Kings, and State of New York.

FIFTH: The primary purpose of the Corporation shall be to win souls for Christ. The Corporation shall also serve as a community of baptized believers.

SIXTH: The Corporation's duration is to be perpetual, and in the event of a dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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.

SEVENTH: This Amended and Restated Certificate of Incorporation of the Corporation was modified in accordance with Article 8 Section 801 of the Not-for-Profit Corporation of the State of New York, and authorized and adopted by an affirmative vote at a duly called and held meeting of the trustees of the Corporation on **December ____, 2024** and by a majority of the members of the Corporation previously eligible to vote at a duly called and held meeting of the members of the Corporation on **December ____, 2024**, and at each meeting a quorum was present and acting throughout.

EIGHTH: This Restated Certificate of Incorporation is hereby amended or changed as set forth in the Certificate of Amendment dated on **December ____, 2024** to which this Restated Certificate of Incorporation is annexed thereto.

NINTH: This Corporation shall be an autonomous organization and not be controlled or obligated to any other church.

TENTH: Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization that qualify as an exempt organization as set forth in section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible in accordance with section 170(c)(2) of the Internal Revenue Code, or corresponding section of any federal tax code. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by Internal Revenue Code 502 (h), and the organization 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 offices.

ELEVENTH: No part of the net earnings of the Corporation shall be used to the benefit of, or be distributable to any subscriber, member, trustee, officer, or employee of the Corporation, or to any private individual, 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 set forth in the paragraph FIFTH hereof.

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St. Paul Community Baptist Church, Inc.

By: _____
Name: Gloria Miller
Title: Chair, Board of Trustee

STATE OF NEW YORK)
)ss.:
COUNTY OF _____)

On the ___ day of _____, in the year 2024, before me, the undersigned, personally appeared **Gloria Miller**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity, and that by his/her/their signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public