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Amend  
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# Covington Theological Seminary

COVER LETTER

Steve Sullivan, President

TO: Amendment Section  
Division of Corporations



NAME OF CORPORATION: Covington Theological Seminary, Inc.

DOCUMENT NUMBER: 740181

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dr. James S. Sullivan, Jr.

(Name of Contact Person)

Covington Theological Seminary, Inc.

(Firm/ Company)

P O Box 176

(Address)

Rossville, GA 30741

(City/ State and Zip Code)

ssullivan@covingtonseminary.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cheryl B. Clark, CPA

(Name of Contact Person)

at ( 423 )

304-7608

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |                                          |                                                                        |                                                                                                     |                                                                                                                                       |
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|------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Located at 1168 Cross Street, Fort Oglethorpe, Georgia 30742

P.O. Box 176 • Rossville, Georgia 30741 • Phone: (706) 866-5626 Fax: (706) 861-3550 • [www.covingtonseminary.org](http://www.covingtonseminary.org)

**TRAINING LEADERS, IMPACTING ETERNITY**

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
11 DEC -7 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

COVINGTON THEOLOGICAL SEMINARY, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

740181

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address MUST BE A STREET ADDRESS)

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
Signature of New Registered Agent, if changing

**If AMENDING the Officers and/or Directors, please list all officers/directors of the corporation as you now want the record to be. Please indicate the title(s), name and address for each officer/director.**

*(Our database can index up to 6 officers/directors. If you have more than 6 officers/directors, please list them on an additional sheet.)*

| <u>Title(s)</u> | <u>Name</u> | <u>Address</u>          |
|-----------------|-------------|-------------------------|
| 1) _____        | _____       | _____<br>_____<br>_____ |
| 2) _____        | _____       | _____<br>_____<br>_____ |
| 3) _____        | _____       | _____<br>_____<br>_____ |
| 4) _____        | _____       | _____<br>_____<br>_____ |
| 5) _____        | _____       | _____<br>_____<br>_____ |
| 6) _____        | _____       | _____<br>_____<br>_____ |

**If REMOVING an officer and/or director, please list the title(s) and name of the officer/director to be removed:**

| <u>Title(s)</u> | <u>Name</u> | <u>Title(s)</u> | <u>Name</u> |
|-----------------|-------------|-----------------|-------------|
| 1) _____        | _____       | 4) _____        | _____       |
| 2) _____        | _____       | 5) _____        | _____       |
| 3) _____        | _____       | 6) _____        | _____       |

**E. If amending or adding additional Articles, enter change(s) here:**  
*(attach additional sheets, if necessary). (Be specific)*

SEE ATTACHED LIST

**Article XIII  
Non-Discrimination Policy  
Added by the Board of Trustees on July 29, 2011**

Covington Theological Seminary admits students of any race, color, national origin, and ethnic origin to all the rights, privileges, programs and activities generally accorded or made available to students of the school. Covington Seminary does not discriminate, on the basis of race, color, national origin, or ethnic origin, in the administration of its educational policies, admission practices, scholarship programs and other school-administered programs.

**Article XIV  
Dissolution of Covington Theological Seminary  
Added by the Board of Trustees on July 29, 2011.**

Should this organization dissolve, all remaining assets shall be donated to the Grace Church of Catoosa County Georgia, our sponsoring church, which is a Georgia Not-for-profit organization. These funds shall be used for religious educational purposes.

**Article XV**  
**Conflict of Interest Policy**  
**Added by the Board of Trustees on July 29, 2011**

**Section A**

**Purpose**

The purpose of the conflict of interest policy is to protect Covington Theological Seminary, Inc.'s (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section B**

**Definitions**

**1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
  - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Section C**

**Procedures**

**1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

## **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

## **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

## **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Section D**

### **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Section E**

### **Compensation**

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Section F**

### **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Section G**

### **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Section H**

### **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article XV, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

The date of each amendment(s) adoption: JULY 29, 2011

Effective date if applicable: \_\_\_\_\_

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

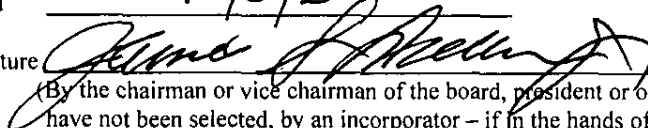
**(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated

12/5/2011

Signature



(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JAMES S. SULLIVAN, JR

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)