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BASIC AMENDMENT

THE CHRISTIAN AND MISSIONARY ALLIANCE FOUNDATION, IN

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE CHRISTIAN AND MISSIONARY ALLIANCE FOUNDATION, INC.**

1. Article II of the Articles of Incorporation of THE CHRISTIAN AND MISSIONARY ALLIANCE FOUNDATION, INC., is deleted in its entirety and the following shall be the new Article II:

ARTICLE II

OBJECT & PURPOSES

The object and purposes of this corporation are:

(a) The charitable purpose of this corporation is (1) to provide care to aged persons who lack adequate financial means to provide for themselves without distress; to build, operate, and maintain a residence for such aged persons; and to administer to their needs to the extent of its financial ability without respect to the cost of such services; (2) to strive to obtain funds to be used for the benefit of the corporation, either through endowments, gifts, membership dues, charges, devisees, bequeaths or otherwise, all of which shall be in furtherance of or in connection with or incidental to the charitable purposes of this corporation; and (3) to do each and everything necessary in the judgment of the Executive Board of Directors for the accomplishment of any of the purposes or attainments of any one or more of the objectives herein enumerated, all of which shall be in furtherance of or in connection with or incidental to the charitable purposes of this corporation.

(b) In furtherance of its corporate purposes, the corporation shall have all general powers afforded or granted every corporation not for profit under Florida law, including, without limitation, the power to: (1) have succession by its corporate name for the period set forth in its Articles; (2) sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person; (3) adopt, use and alter a common corporate seal. However, such seal must always contain the

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words "corporation not for profit;" (4) elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; (5) adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and ^{the} exercise of its corporate powers; (6) increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three (3) but may be any number in excess thereof; (7) make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income; (8) conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country; (9) purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated; (10) acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein; (11) sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets; (12) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof; (13) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by Florida Statutes 617.0833, as the same may be amended from time to time (or corresponding provision of succeeding law); (14) make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes; (15) have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized; and (16) merge with other corporations both for profit and not for profit, domestic and foreign, if the surviving corporation is a corporation not for profit.

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This corporation is organized exclusively for public charitable purposes and shall engage, otherwise than as an insubstantial part of its activities only in activities which in themselves are in furtherance of its charitable purposes, and upon its dissolution any assets remaining after the payment of its debts shall be distributed to a charitable organization exempt under federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This corporation is not organized for the pecuniary benefit of its directors, officers or members, nor may it issue stock, nor declare nor distribute dividends, and no part of its net income shall inure to the benefit of any director, officer or member, except as otherwise permitted under Florida or Federal law.

These Articles of Amendment were adopted by the Board of Directors on the 30th day of AUGUST, 2000. No members were entitled to vote on the amendment.

The undersigned has caused these Articles of Amendment to be executed as of this 30th day of AUGUST, 2000.

THE CHRISTIAN AND MISSIONARY ALLIANCE FOUNDATION, INC.

By: DR. GORDON CATHY

Name: *Gordon M. Cathy*

Title: Chairman

[Shell Point Board of Directors]

THE CHRISTIAN AND MISSIONARY ALLIANCE FOUNDATION, INC.

By: DR. JAMES DAVEY

Name: *James Davey*

Title: Chairman

[Board of Managers]

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