

712473

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

Document Number: 712473

Pursuant to the provisions of Section 617.1005, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation:

**FIRST:** Article II of the Articles of Incorporation of THE CHRISTIAN AND MISSIONARY ALLIANCE FOUNDATION, INC., is amended to read as follows:

**ARTICLE II**

**OBJECT, PURPOSE, STATEMENT OF FAITH AND USE AND  
DISPOSITION OF ASSETS**

(a) The object and purposes of this corporation are:

(i) 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, wither 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 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.

(ii) 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 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 exercise of its corporate powers;

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(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 action 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 any otherwise use and deal in an 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.

(b) Statement of Faith. The Statement of Faith appearing in the bylaws of The Christian and Missionary Alliance shall be the doctrinal position of this corporation, as follows:

(i) There is one God, who is infinitely perfect, existing eternally in three persons: Father, Son, and Holy Spirit.

(ii) Jesus Christ is true God and true man. He was conceived by the Holy Spirit and born of the virgin Mary. He died upon the cross, the Just for the unjust, as a substitutionary sacrifice, and all who believe in Him are justified on the ground of His shed blood. He arose from the dead according to the Scriptures. He is now at the right hand of the Majesty on high as our great High Priest. He will come again to establish His Kingdom of righteousness and peace.

(iii) The Holy Spirit is a divine person, sent to indwell, guide, teach, empower the believer, and convince the world of sin, of righteousness, and of judgment.

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(iv) The Old and New Testaments, inerrant as originally given, were verbally inspired by God and are a complete revelation of His will for the salvation of men. They constitute the divine and only rule of Christian faith and practice.

(v) Man was originally created in the image and likeness of God. He fell through disobedience, incurring thereby both physical and spiritual death. All men are born with a sinful nature, are separated from the life of God, and can be saved only through the atoning work of the Lord Jesus Christ. The portion of the impenitent and unbelieving is existence forever in conscious torment; and that of the believer, is everlasting joy and bliss.

(vi) Salvation has been provided through Jesus Christ for all men; and those who repent and believe in Him are born again of the Holy Spirit, receive the gift of eternal life, and become the children of God.

(vii) It is the will of God that each believer should be filled with the Holy Spirit and be sanctified wholly, being separated from sin and the world and fully dedicated to the will of God, thereby receiving power for holy living and effective service. This is both a crisis and a progressive experience wrought in the life of the believer subsequent to conversion.

(viii) Provision is made in the redemptive work of the Lord Jesus Christ for the healing of the mortal body. Prayer for the sick and anointing with oil are taught in the Scriptures and are privileges for the Church in this present age.

(ix) The Church consists of all those who believe in the Lord Jesus Christ, are redeemed through His blood, and are born again of the Holy Spirit. Christ is the Head of the Body, the Church, which has been commissioned by Him to go into all the world as a witness, preaching the gospel to all nations.

(x) The local church is a body of believers in Christ who are joined together for the worship of God, for edification through the Word of God, for prayer, fellowship, the proclamation of the gospel, and observance of the ordinances of Baptism and the Lord's Supper.

(xi) There shall be a bodily resurrection of the just and of the unjust; for the former, a resurrection unto life; for the latter, a resurrection unto judgment.

(xii) The Second Coming of the Lord Jesus Christ is imminent and will be personal, visible, and premillennial. This is the believer's blessed hope and is a vital truth which is an incentive to holy living and faithful service.

(c) Use and Disposition of Assets. 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

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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, as further provided herein. 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. The corporation is connected with, and subordinate to, its parent religious organization, The Christian and Missionary Alliance, a Colorado nonprofit corporation. In consideration of the mutual benefits generated and derived from this relationship, and understanding that The Christian and Missionary Alliance is relying hereon in agreeing to initiate or continue such relationship, the corporation agrees as follows:

(i) Property Reversion Events. Any of the following shall constitute a "property reversion event:" (1) the termination of the corporation's existence for any reason, (2) the failure for any reason of the corporation to be subject to or abide by any of the purposes, usages, doctrines, or teachings of The Christian and Missionary Alliance, or (3) the decision or action of corporation to disaffiliate or otherwise separate itself from The Christian and Missionary Alliance without the prior written approval of such decision or action by the Board of Directors of The Christian and Missionary Alliance.

(ii) Determination of a Property Reversion Event. The determination of whether a property reversion event has occurred shall be considered and decided by the Board of Directors of The Christian and Missionary Alliance or its Executive Committee in accordance with procedures established from time to time by the Board of Directors of The Christian and Missionary Alliance. The decision of the Board of Directors of The Christian and Missionary Alliance or its Executive Committee shall be final and binding on The Christian and Missionary Alliance and the corporation and may not be challenged by any party.

(iii) Consequences of a Property Reversion Event. Upon the occurrence of a property reversion event as determined in accordance with paragraph (i) above, legal title to all real and personal property (tangible and intangible), appurtenances, fixtures, and effects of whatever type then owned, held, or used by corporation, without regard to how or from whom acquired, shall, upon the demand of The Christian and Missionary Alliance, revert to and become the property of The Christian and Missionary Alliance. During the period of time between the occurrence of the property reversion event and the complete and final transfer of legal title to The Christian and Missionary Alliance, the corporation shall hold such property in trust for The Christian and Missionary Alliance to be used exclusively to further the purposes, usages, doctrines, and teachings of The Christian and Missionary Alliance. If necessary for such reversion to be effective under Florida law, the corporation shall (and the Board of Directors and members of the corporation shall cause the corporation to) dissolve in accordance with applicable law

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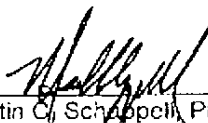
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and such reversion shall be accomplished pursuant to a plan of distribution of assets adopted by the corporation in compliance with applicable law.

(iv) Distributions on Dissolution. Upon dissolution of the corporation, pursuant to a plan of distribution of assets adopted by the corporation in compliance with applicable law, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to The Christian and Missionary Alliance as described above, which is a tax exempt organization and which has qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, as amended, or to its successors in interest if The Christian and Missionary Alliance is not then in existence, provided such successors in interest are qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, as amended. None of these assets will be distributed to any member, director or officer of this corporation.

**SECOND:** The amendments to the Articles of Incorporation were duly adopted by the Board of Directors of this Corporation on the 17<sup>th</sup> day of February, 2017, and by the Members of this Corporation on the 29<sup>th</sup> day of MAY, 2017, and the number of votes cast by the Board of Directors and Members were sufficient for approval.

The undersigned President of this Corporation has executed these Articles of Amendment on the 15<sup>th</sup> day of JUNE, 2017.

  
\_\_\_\_\_  
Martin C. Schappell, President