

Division of Corporations

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SECRETARY OF STATE  
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FALL ANNUAL MEETING  
ORLANDO

OCT 18 2017  
S. YOUNG

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ETHNOS360, INC.**

In compliance with the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), the undersigned hereby submits these Amended and Restated Articles of Incorporation (the "Articles") for the purpose of amending and restating the Articles of Incorporation of Ethnos360, Inc., a Florida not-for-profit corporation (the "Corporation"), and certifies as follows:

The original Articles of Incorporation of the Corporation were filed with the Florida Department of State on June 20, 1978, as subsequently amended and restated (the "Original Articles"). These Articles shall supersede and replace the Original Articles in their entirety. Member approval of these Articles was not required. The Board of Directors of the Corporation adopted these Articles on September 25, 2017.

**ARTICLE I  
NAME**

The name of this not for profit corporation is Ethnos306, Inc. (the "Corporation").

**ARTICLE II  
DURATION**

The period of duration of the Corporation shall be perpetual.

**ARTICLE III  
PURPOSE**

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law)(the "Code"). The primary purposes for which this nonprofit Corporation exists is to see indigenous New Testament churches established that truly glorify God; to continue religious education and to maintain schools; to send forth missionaries to foreign fields; to publish Christian books, pamphlets and literature; to function as a church; and to engage in and generally carry on any lawful activity which may be conferred by the laws of the State of Florida which is not prohibited of corporations exempt from income tax under Section 501(c)(3) of the Internal Revenue Code.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided,

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however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, 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 this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

#### ARTICLE IV MEMBERSHIP

Members of the Corporation shall be selected and removed as provided in the Bylaws of the Corporation. Qualifications for members shall be as set forth in the Bylaws of the Corporation. Members shall not have voting rights.

#### ARTICLE V CORPORATE OFFICE AND REGISTERED AGENT

The location of the registered office is 312 W. First Street, Sanford, Florida 32771 and the registered agent of the Corporation is Larry M. Brown.

#### ARTICLE VI BOARD OF DIRECTORS

The number of members of the Corporation's board of directors (the "Executive Board") may be increased or decreased by amendment to the Bylaws in the manner therein provided, but shall not be less than five (5) members.

ARTICLE VII  
OFFICERS

Officers of the Corporation shall be elected and removed as provided in the Bylaws of the Corporation. Officers of the Corporation shall have the powers and duties specified in the Bylaws of the Corporation.

ARTICLE VIII  
AMENDMENT OF BYLAWS AND ARTICLES

These Articles of Incorporation and the Bylaws of the Corporation may be amended in the manner provided in the Bylaws.

ARTICLE IX  
DISSOLUTION

A. Upon the dissolution of the Corporation, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Executive Board shall determine. None of the property of the Corporation, real or personal, shall inure to the benefit of any private person.

B. Any assets not disposed of by the Executive Board as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE X  
AUTHORITY TO INDEMNIFY

The Corporation is empowered to indemnify members of the Executive Board or any officer of the Corporation, or any former officer or member of the Executive Board, in the manner set out and provided for in the Bylaws of the Corporation.

The undersigned officer has executed these Amended and Restated Articles of Incorporation this 25<sup>th</sup> day of September, 2017.

By: Brian L. Shortmeier  
Name: BRIAN L. SHORTMEIER  
Title: Chief Administrative Officer