

NO9000007762

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

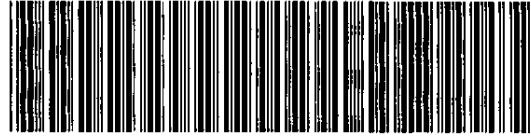
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400187482164

11/10/10--01012--008 **35.00

19 NOV 10 PM 1:35
RECEIVED
STATE OF MICHIGAN
DEPARTMENT OF STATE

APPROVED
MJD
FILED

*Amended
Registered
11/2/10*



ROBERT B. BENNETT
WARREN K. SPONSLE *
GWEN G. JACOBS
DAVID W. ADAMS +

JOHN F. WENDEL
OF COUNSEL

KERRY J. ANDERSON
OF COUNSEL

* ALSO ADMITTED IN GEORGIA
+ BOARD CERTIFIED IN LABOR
AND EMPLOYMENT LAW

JAN S. STOUT
ADMINISTRATOR

KAREN E. FERGUSON
KATHERINE M. GAVAGAN
ZACHARY J. GLASER
PATRICIA D. HAMILTON
KEVIN M. HAMMER
VANESSA J. JOHNSON
JANELLE G. KOREN
SAMANTHA P. LECLAIRE
MORGAN P. LYNCH

November 8, 2010

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

RE: Infinite Love Ministries, Inc.
SBJA File No.: 2010-07976

Ladies and Gentlemen:

Enclosed please find the following documents:

1. Original Amended and Restated Articles of Incorporation of Infinite Love Ministries, Inc., and
2. A check for \$35.00 payable to "Florida Department of State".

Please do the following:

1. File the original Amended and Restated Articles of Incorporation, and
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,
SPONSLE, BENNETT, JACOBS &
ADAMS, P.A.

John F. Wendel

JFW:jad/A65609DD3DEBD578
enclosures

cc: Dawn B. Ford (w/enclosures)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INFINITE LOVE MINISTRIES CORPORATION**

RECEIVED
10 NOV 10 PM 1:35
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

INFINITE LOVE MINISTRIES CORPORATION, a Florida corporation not for profit, pursuant to Section 617.1007(3), *Florida Statutes*, certifies that its Articles of Incorporation have been amended and restated in their entirety to read as follows:

**ARTICLE I.
NAME AND DOCUMENT NUMBER**

The name of the corporation is INFINITE LOVE MINISTRIES, INC. The Florida Department of State Document Number is N09000007762.

**ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation is 981 Auburn Avenue, Clermont, Florida 34711. The mailing address of the corporation is Post Office Box 684, Minneola, Florida 34755.

**ARTICLE III.
PURPOSES**

The corporation is organized and shall operate exclusively for charitable, educational, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding Section of any prior or future Internal Revenue Code. Consistent with such limitations, the purposes of the corporation shall be to encourage and promote constructive and informative social dialogues and discussions on a local, regional, and national basis for the purpose of contributing to the personal and spiritual growth of interested persons by means of and through the medium of inspirational Christian education programs, to combat illiteracy and poverty and their causes and effects and, in so doing, to promote and provide proper medical care and treatment for those of all ages and infirmities, and to assist and comfort those who have received diagnoses of severe and/or debilitating illnesses or injuries. Clinics, forums, lectures, meetings, panel discussions, seminars, training courses, and other activities designed to achieve the purposes of the corporation shall be offered by the corporation. Further, the corporation may also raise, receive, and maintain a fund or funds for the acquisition of real property and/or personal property for any one or more of the purposes of the corporation and for any one or more lawful purposes and within the scope of the purposes of the corporation.

**ARTICLE IV.
MEMBERS**

The corporation shall not be obligated or required to have any members. Nonetheless, should the board of directors of the corporation determine that the corporation shall have members, the method of selecting and admitting members, the criteria for membership, the classification of members, the designation of such class or classes of members, the qualifications, limitations, and rights of the members of each class, the quorum and voting requirements for meetings and activities of members, and the notice requirements sufficient to provide notice of meetings and activities of members shall be as set forth in the Bylaws of the corporation.

**ARTICLE V.
BOARD OF DIRECTORS**

The business and property of the corporation shall be managed by the board of directors of the corporation which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Amended and Restated Articles of Incorporation and the Bylaws of the corporation. The method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. The number of directors of the corporation may be increased or decreased from time to time and at any time, but the corporation shall never have less than three (3) directors. No director shall be compensated for the performance of his or her duties as a director, but a director may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any director and to replace any director so removed.

**ARTICLE VI.
OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

**ARTICLE VII.
LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding Section of any prior or future Internal Revenue Code;

C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively;

D. No substantial part of activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and

E. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE VIII.
INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

**ARTICLE IX.
BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

**ARTICLE X.
AMENDMENTS TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

These Amended and Restated Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

CERTIFICATION OF CORPORATION

The corporation does further certify that:

A. The Amended and Restated Articles of Incorporation do not contain any amendment to the Articles of Incorporation requiring member approval;

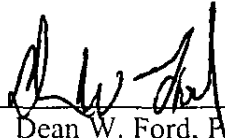
B. The board of directors of the corporation approved, authorized, and adopted the Amended and Restated Articles of Incorporation on August 6, 2010; and

C. These duly approved, authorized, and adopted Amended and Restated Articles of Incorporation of INFINITE LOVE MINISTRIES, INC., supersede the original Articles of Incorporation and all amendments to them, if any at all.

DATED this 10th day of August, 2010.

INFINITE LOVE MINISTRIES, INC.

BY: _____

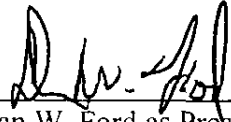

Dean W. Ford, President

CERTIFICATE OF ADOPTION

I, Dean W. Ford, the duly elected and qualified President of INFINITE LOVE MINISTRIES, INC., a Florida corporation not for profit, do hereby certify that the above and foregoing Amended and Restated Articles of Incorporation of INFINITE LOVE MINISTRIES, INC., were approved, authorized, and adopted by the board of directors of INFINITE LOVE MINISTRIES, INC., a Florida corporation not for profit, pursuant to Section 617.0901(2), *Florida Statutes*, on August 6, 2010, at a meeting of the board of directors of the corporation, by a majority vote of the directors then in office, and that there are no members of the corporation entitled to vote on proposed amendments to the Articles of Incorporation of the corporation and, therefore, the Amended and Restated Articles of Incorporation of INFINITE LOVE

MINISTRIES, INC., contain no amendments to the Articles of Incorporation requiring member approval.

DATED this 10th day of August, 2010.



Dean W. Ford as President of
INFINITE LOVE MINISTRIES, INC.,
a Florida corporation not for profit

G:\Infinite Love Ministries, Inc\Infinite Love Ministries, Inc. Amended and Restated Articles100730132441.doc