

N110000005855

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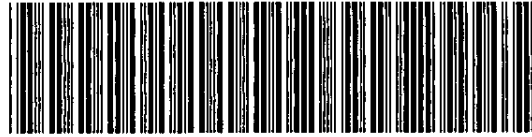
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAR 29 PM 2:18

Amend/cc
10 3.30.12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Worship Without Walls, Inc.

DOCUMENT NUMBER: N11000005855

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

Please return all correspondence concerning this matter to the following:

Pastor David Perez

(Name of Contact Person)

Worship Without Walls, Inc.

(Firm/ Company)

8000 S.W. 117th Avenue, PH-C

(Address)

Miami, Florida 33183

(City/ State and Zip Code)

pastordavid@3wchurch.com

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

For further information concerning this matter, please call:

China A. Saugar, CPA, CIA

(Name of Contact Person)

at (305) 266-3008

(Area Code & Daytime Telephone Number)

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

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|---|---|

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

Articles of Amendment
to
Articles of Incorporation
of

Worship Without Walls, Inc.

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

N11000005855

(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:

N/A

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:

N/A

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

8000 S.W. 117th Avenue, PH-C

Miami, Florida 33183

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: N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

Florida

(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

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DIVISION OF CORPORATIONS

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>X</u> Change <u> </u> Add <u> </u> Remove	<u>SD</u>	<u>JOSE F. VILLEGAS</u>	<u>15467 S.W. 71st STREET</u> <u>MIAMI, FL 33193</u>
2) <u>X</u> Change <u> </u> Add <u> </u> Remove	<u>VD</u>	<u>LANDON SCHOTT</u>	<u>7813 N. 16 DR.</u> <u>PHOENIX, AZ 85021</u>
3) <u>X</u> Change <u> </u> Add <u> </u> Remove	<u>PD</u>	<u>DAVID PEREZ</u>	<u>7900 S.W. 137th COURT</u> <u>MIAMI, FL 33183</u>
4) <u>X</u> Change <u> </u> Add <u> </u> Remove	<u>TD</u>	<u>WILLIAM SANCHEZ</u>	<u>15805 S.W. 109th COURT</u> <u>MIAMI, FL 33157</u>
5) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>
6) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u> <u> </u>

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

**SEE ATTACHED DOCUMENT FOR AMENDMENTS AND
ADDITIONS TO THE ARTICLES OF INCORPORATION.**

Amendment to: Article I, Article II, Article III, Article IV and Article VII

Add: Article X

Add: Article XI

Add: Article XII

Add: Article XIII

Add: Article XIV

Add: Article XV

Add: Article XVI

AMENDMENTS AND ADDITIONS TO THE Articles of Incorporation of Worship Without Walls, Inc.

ARTICLE I
Name of the Corporation

The name of the Corporation hereinafter referred to as "The Corporation", is Worship Without Walls, Inc.

ARTICLE II
Address of Principal Office

The mailing address of the Corporation is 8000 S.W. 117th Avenue, PH-C, Miami, Florida 33183 and the principal office is the same.

ARTICLE III
Purpose of the Corporation

The Corporation is organized and operated exclusively for charitable, literary, religious, educational and scientific 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, or any corresponding section of any future federal tax code. The Corporation is a church that meets the requirements described in the Internal Revenue Code Section 170(b)(1)(A)(i).

The Corporation main focus is to worship God; to promote the cause of the Christian faith; to equip the body of Christ to live a lifestyle of worship that causes a change; to promulgate the doctrines and teaching of the bible and to provide assistance to members of the community at large that are in need and/or in crisis regardless of their ages, gender, race, nationality, color or ethnic background.

ARTICLE IV
Elections/Appointment

The affairs of the Corporation shall be managed by a Board of Directors consisting at least of three (3) members. The number and election of the Directors shall be as provided in the Bylaws of the Corporation. The Board of Directors shall be a self-perpetuating board. A majority vote of the current Directors shall be required for election.

AMENDMENTS AND ADDITIONS TO THE Articles of Incorporation of Worship Without Walls, Inc.

**ARTICLE VII
Board of Directors**

Jose F. Villegas, whose physical address is 15467 S.W. 71st Street, Miami, Florida 33193, has been elected and has accepted the appointment as the Secretary/Director of the Board of Directors of the Corporation.

The title of the current Board of Directors has been revised as follows; David Perez-President/Director, Landon Schott-Vice President/Director and William Sanchez-Treasurer/Director.

**ARTICLE X
Amendment**

These articles may be amended, altered or repeal in accordance with the laws of the State of Florida, and the By-laws of this Corporation shall be made, altered or rescinded by a two-thirds vote of the directors present at any regular or special meeting called for the purpose of a change or amendment thereto, according to law.

**ARTICLE XI
Bylaws**

The initial Board of Directors of the Foundation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered or rescinded by the directors in the manner provided by such Bylaws.

**ARTICLE XII
Term of Existence**

The term of existence of this Corporation shall be perpetual unless dissolved according to law.

AMENDMENTS AND ADDITIONS TO THE Articles of Incorporation of Worship Without Walls, Inc.

ARTICLE XIII
Liabilities for Debts

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XIV
Prohibitions

The Corporation shall not engage in any business of a kind ordinarily carried on for profit and nothing in these Articles of Incorporation or in the Bylaws of the Corporation II, shall authorize the Corporation to, and the Corporation shall not, enter any transaction, carry on any activity, or engage in any business for pecuniary profit or financial gain, and any income received by the Corporation shall be applied only to the nonprofit purposes and objectives of the Corporation set forth herein.

No proceeds of the Corporation will enrich any individual or be distributable to its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

AMENDMENTS AND ADDITIONS TO THE Articles of Incorporation of Worship Without Walls, Inc.

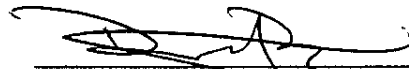
ARTICLE XV
Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer employee or agent, as case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

ARTICLE XVI
Disposition of Assets Upon Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

These amendments to the Articles of Incorporation were adopted by a resolution of the Board of Directors of the Corporation at a meeting held on the 4th of March , 2012 A.D.



David Perez-President of the Board of -
Directors

The date of each amendment(s) adoption: March 4, 2012

Effective date if applicable: March 4, 2012

(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

March 4, 2012

Signature

[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)

David Perez

(Typed or printed name of person signing)

President/Director

(Title of person signing)