

N41920

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR 17 PM 12:20

Stephen Halpin, President
Institute for Professional Youth Ministry, Inc.
(After Amendment: Messiah's Missions, Inc.)
3027 Needles Drive
Orlando, FL 32810

February 16, 2001

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

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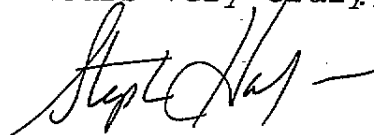
Re: Institute for Professional Youth Ministry, Inc.
Number: N41920 EIN: 59-3046230

Dear Sir or Madam:

Enclosed are the original and duplicate copy of the Articles of Amendment to Articles of Incorporation of the above referenced corporation, changing the name to MESSIAH'S MISSIONS, INC.

Also enclosed is a check in the amount of \$122.50 to cover the \$35.00 filing fee, \$35.00 for the change of registered agent, and the \$52.50 necessary for a certified copy. Please endorse your approval of the Articles of Amendment to the Articles of Incorporation on the duplicate copy, and return the certified copy to me at your earliest convenience. Thank you in advance for your assistance.

Yours very truly,



Stephen Halpin

Enclosures

~~Wet-4873~~
~~Amend & N/c~~

Amended & Restated & N/c

V. SHEPARD APR 19 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 2, 2001

STEPHEN HALPIN, PRESIDENT
INSTITUTE FOR PROFESSIONAL YOUTH MINISTR
3027 NEEDLES DRIVE
ORLANDO, FL 32810

SUBJECT: INSTITUTE FOR PROFESSIONAL YOUTH MINISTRY, INC.
Ref. Number: N41920

We have received your document for INSTITUTE FOR PROFESSIONAL YOUTH MINISTRY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please entitle your document Amended and Restated Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 501A00013048

Stephen Halpin, President
Institute for Professional Youth Ministry, Inc.
(After Amendment: Messiah's Missions, Inc.)
3027 Needles Drive
Orlando, FL 32810

April 13, 2001

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: Institute for Professional Youth Ministry, Inc.
Number: N41920 EIN: 59-3046230

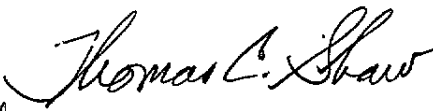
Dear Sir or Madam:

Enclosed are the original and duplicate copy of the Amended and Restated Articles of Incorporation of the above referenced corporation, changing the name to MESSIAH'S MISSIONS, INC.

The Articles now reflect the information inadvertently omitted as described in your letter dated March 2, 2001, a copy of which is enclosed.

You have on hand a check in the amount of \$122.50 to cover the \$35.00 filing fee, \$35.00 for the change of registered agent, and the \$52.50 necessary for a certified copy. Please endorse your approval of the Amended and Restated Articles of Incorporation on the duplicate copy, and return the certified copy to me at your earliest convenience. Thank you in advance for your assistance.

Yours very truly,


for Stephen Halpin

Enclosures

Rec'd 4/17

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE
INSTITUTE FOR PROFESSIONAL YOUTH MINISTRY, INC.**

The INSTITUTE FOR PROFESSIONAL YOUTH MINISTRY, INC. (the "Corporation"), a not for profit corporation organized and existing under the laws of the State of Florida, under certificate number N41920, filed in the office of the Secretary of State on January 31, 1991, certifies as follows:

The Board of Directors, in a meeting by written consent dated October 10, 2000, pursuant to Section 617.0821 of the Florida Statutes, considered amending the Articles of Incorporation in order to change the name and turn control of the corporation over to that certain short term missions ministry known as "Messiah's Missions" and operated by Stephen Halpin. After discussion, and there being no Members of the Corporation and therefore no Members entitled to vote regarding amendment of the Articles of the Corporation, it was

RESOLVED, that the Articles of Incorporation of the INSTITUTE FOR PROFESSIONAL YOUTH MINISTRY, INC., be amended and restated in their entirety as follows:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be **MESSIAH'S MISSIONS, INC.**

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office and mailing address of the corporation is c/o Church of the Messiah, 260 North Woodland Street, Winter Garden, Florida 34787.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to all aspects of short term missions, including the training of teams from churches and other religious organizations, the establishment and maintenance of contacts at potential development and evangelism project sites, and serving as liaison with teams and local contacts on projects.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 this Article III.

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

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(a) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(b) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - NON-STOCK AND NO MEMBERS

This corporation shall have no stock, and shall have no members. The affairs of the Corporation shall be governed by its Board of Directors.

ARTICLE V - ELECTION OF DIRECTORS AND OFFICERS

The Board of Directors of the corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons. The name and address of the directors and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Stephen Halpin	3027 Needles Dr. Orlando, FL 32810	President/ Secretary/ Treasurer
Kyle Wallace	2308 Woodcrest Dr. Winter Park, FL 32789	Director

<u>Name</u>	<u>Address</u>	<u>Office</u>
The Rev. Thomas Rutherford	116 W. Division St. Winter Garden, FL 34787	Director
Glenn Starr	338 E. Lyman Ave. Winter Park, FL 32789	Director

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the corporation is c/o Church of the Messiah, 260 North Woodland Street, Winter Garden, Florida 34787, and the name of the registered agent of this corporation at that address is Stephen Halpin. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on January 31, 1991.

ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 the Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

These Articles of Amendment were approved by the Board of Directors, as the members of the corporation by written action dated November 1, A.D. 2000.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles this 21 day of February, 2001.

INSTITUTE FOR PROFESSIONAL
YOUTH MINISTRY, INC.

By: Thomas C. Shaw
Thomas C. Shaw, Out-Going President

By: Stephen Halpin
Stephen Halpin, In-Coming President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0501 of the Florida Statutes.



Stephen Halpin

Date: February 21, A.D. 2001