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Florida Rural
Legal Services Inc.

963 East Memorial Blvd. P.O. Box 24688 Lakeland, FL 33802
Tel: 941-688-7376 Fax: 941-683-7861
Client Use Only: 1-800-277-7680
Steven Hitov Managing Attorney

William M. Midyette, III
President, Board of Directors

Administrative Office:
963 East Memorial Blvd.
Lakeland, Florida 33801
Telephone: 941-688-7376
Fax: 941-683-7969
Toll Free: 800-277-7680

Peter F. Helwig
Executive Director

Donald Isaac
Associate Director

June 9, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: CHRISTIANS ON A MISSION, INCORPORATED
A Florida Corporation, Not For Profit

To Whom it may concern:

Enclosed is the signed original and one signed copy of the Amended and Restated Articles of Incorporation for the above named corporation. I am also enclosing a check in the amount of $35.00 to cover the filing fee and certified copy fee. If you find these documents satisfactory, please place your certificate and endorse your approval on the photocopy and return the same to me.

Should you have any questions, please do not hesitate to contact me at the above address.

FILED
99 JUL 14 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Michelle Bowen gave authorization to correct the corp. name. 7/14

Michelle Bowen

Michelle Bowen
Attorney At Law

Amended & Restated Art.

V. SHEPARD JUL 15 1999

99 JUL 14 PM 12:57 FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA

AMENDED and RESTATED ARTICLES OF INCORPORATION
OF
CHRISTIANS ON A MISSION, INC.
A Florida "Not for Profit" Corporation

Adopted and approved by directors on 6/7/99

The undersigned Florida Corporation, under the Florida Not for Profit Corporation Act, §617.1006 F.S., hereby adopts the following Amended and Restated Articles of Incorporation to its articles of incorporation originally filed on October 28, 1998. These amended and restated articles were duly adopted by the corporation's directors. Members are not authorized to vote on these amendments. Restated articles of incorporation only restate and integrate and do not further amend the articles of incorporation. All amendments to the articles are adopted pursuant to §617.1007(4) F.S., and there is no discrepancy between the articles of incorporation and the restated articles of incorporation other than the inclusion of amendments adopted pursuant to §617.1007(4) and the omission of matters of historical interest. Amended and restated articles are stated as a such.

ARTICLE I. NAME OF CORPORATION:

The name of the corporation is Christians On A Mission, Inc.

ARTICLE II. PRINCIPAL OFFICE:

The principal office of the corporation is located at 1370 Bates Road, Haines City, Florida 33844. The mailing address is 1370 Bates Road, Haines City, Florida 33844.

ARTICLE III. DURATION/MEMBERSHIP (amendment)

The term of existence of the Corporation is perpetual. The qualifications of members, if any, and the manner of their admission, shall be regulated by the bylaws.

ARTICLE IV. PURPOSE (amendment)

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

a) To provide emergency services to individuals and families in crisis who are in need of the basic necessities of life in order to address the problems of homelessness and hunger of the at-risk populations in the greater Haines City area.

b) To provide ongoing services to assist vulnerable populations with activities for daily living. These populations will include the elderly and disabled.

c) To provide ongoing services to low-income children to ensure preparedness for learning through assistance with school supplies and appropriate clothing.

d.) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

e.) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

f.) All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(1) **501(c)(3) LIMITATIONS:**

i. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal and state income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ii. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

iii. **NO PRIVATE INUREMENT:** The corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

iv. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

v. **DISSOLUTION:** The decision to dissolve the corporation shall be made by a resolution of the board of directors at a properly called meeting where a majority of the board is present. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to a not-for-profit organization to be used exclusively for charitable and educational purposes.

ARTICLE V. DIRECTORS (amendment)

Directors shall be elected as provided by the bylaws.

ARTICLE VI. BYLAWS (amendment)

The bylaws of the Corporation are to be made, altered, amended by the board of directors of the corporation.

ARTICLE VIII. AMENDMENTS TO ARTICLES (amendment)

These Articles of Incorporation may be amended by the act of the directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the bylaws of the Corporation.

ARTICLE IX. INDEMNIFICATION (amendment)

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE IX. REGISTERED AGENT (restatement)

The name and address of the registered agent of the corporation is Marye Anglin, 1370 Bates Road, Haines City, FL 33844.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Marye Anglin
Signature/ Registered Agent

6-9-99
Date

EXECUTION

These articles are executed by the following officer(s) of Christians On A Mission, Inc.

Marye Anglin
Marye Anglin, President

6-9-99
Date