

739800

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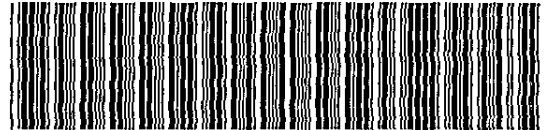
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04 OCT 19 PM 3:58
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TALLAHASSEE, FLORIDA



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TALLAHASSEE, FLORIDA

October 7, 2004

Amendment Section
Division of Corporations
State of Florida
409 E. Gaines Street
Tallahassee, FL 32399

NAME OF CORPORATION: WORLDTEAM U.S.A., INC.

DOCUMENT NUMBER: 739800

The enclosed *Amended and Restated Articles of Incorporation* are submitted for filing.

Please return all correspondence concerning this matter to the following:

Carl W. Payne, Secretary
WorldTeam U.S.A., Inc.
1431 Stuckert Road
Warrington, PA 18976

For further information concerning this matter, please call:

Contact Person: Carl W. Payne at (215) 491-4900, Ext 48

Enclosed is a check for the following amount: \$52.50 Filing fee, Certificate of Status and Certified Copy (additional copy is enclosed, and a prepaid preaddressed return envelope).

Very truly yours,

Carl W. Payne
Secretary

Enclosures

WORLD TEAM
1431 STUCKERT ROAD
WARRINGTON, PA 18976

PHN: (215) 491-4900
FAX: (215) 491-4910

GLORIFYING GOD BY WORKING TOGETHER TO ESTABLISH REPRODUCING CHURCHES
FOCUSING ON UNREACHED PEOPLES OF THE WORLD

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WORLDTEAM U.S.A., INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1007, Florida Statutes, this Florida Not For Profit Corporation amends and restates its Articles of Incorporation and certifies as follows:

FIRST, the Board of Directors of WORLDTEAM U.S.A., INC., a Florida *not-for-profit* corporation, at a meeting duly called and held, approved, and by resolution duly adopted, the proposed Amended and Restated Articles of Incorporation, subject to the approval and adoption of the proposed amendment and restatement by the members entitled to vote on amendments to the Amended and Restated Articles of Incorporation;

SECOND, the members entitled to vote on amendments to the Amended and Restated Articles of Incorporation of said corporation, *at a special meeting duly called and held on* September 30, 2004 for the purpose of adopting the proposed amendments, and by a vote of a majority of those present, approved the action of the Board of Directors by adopting and authorizing the attached Amended and Restated Articles of Incorporation.

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WORLDTEAM U.S.A., INC.

Document Number 739800

ARTICLE I.
NAME OF THE CORPORATION

The name of this Corporation is:

WORLDTEAM U.S.A., INC.

ARTICLE II.
PURPOSES

The corporation is organized and operated exclusively as a church organization for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically, the objects and purposes of this corporation shall be:

- A. To assist in fulfilling Christ's commission through a global evangelistic ministry (hereinafter referred to as "WORLDTEAM") by:
1. communicating the gospel cross-culturally in unreached areas and people groups in such a way that Christ may build His church among them;
 2. presenting the gospel through the lifestyle and verbal witness of the redeemed people of God;
 3. establishing the church of Jesus Christ in every culture and among every people group of the world;
 4. penetrating the world by means of church-multiplication movements;
 5. proclaiming the gospel in such a way as to result in the establishing of local churches;
 6. discipling local believers in such a way as to develop local church leaders; and
 7. serving the established churches in such a way as to render them responsible for their own edification and multiplication.

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TALLAHASSEE, FLORIDA

- B. To further the overall global ministry of WORLDTEAM as follows:
1. To communicate WORLDTEAM's vision, values and current ministry in such a way as to increase the number of partners and help these to grow in their praying for WORLDTEAM's ministry, giving to support the ministry, and sending out missionaries to join in this ministry;
 2. To recruit, screen and help train prospective candidates for this organization's global ministries; and
 3. To receive, manage and disburse funds required for these ministries.
- C. To acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the purposes herein stated and not for pecuniary profit.
- D. To take, receive, own, hold, administer, distribute and dispose of property of all kinds, whether real, personal or mixed, acquired by gift, devise, bequest or otherwise, for the advancement, promotion, extension or maintenance of such causes and objects, or any of them; and, in addition to and not in limitation of the foregoing purposes and powers, the corporation may acquire, take, receive, hold, own, administer, distribute and dispose of gifts or donations of property, real, personal or mixed, designated by the donors for causes or objects herein above-mentioned, or any or either of them.
- E. The foregoing purposes shall be construed as both objects and powers, and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.
- F. This corporation shall not, as a substantial part of its activities, attempt to influence legislation; nor shall it participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III. MEMBERS

This corporation shall have no members.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V.
OFFICERS

- A. The officers of this corporation shall be a president (otherwise referred to as the "Executive Director"), a vice-president, a treasurer and a secretary, and such other assistant or administrative officers as may be determined by the Board of Directors from time to time, as provided in the Bylaws.
- B. The Board of Directors shall appoint the officers, and the officers shall serve at the pleasure of the Board of Directors. Any person dealing with the corporation shall be entitled to rely upon any documents signed on behalf of the corporation by its president (Executive Director) or vice-president.

ARTICLE VI.
BOARD OF DIRECTORS

The management and control of the corporation shall be vested in the Board of Directors, whose number, powers, functions, jurisdiction, duties and responsibilities shall be as follows:

- A. There shall not be less than seven (7) Directors. The minimum number of Directors may be increased in accordance with the needs of the corporation as determined from time to time by the Board of Directors, but shall never be fewer than seven (7).
- B. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

ARTICLE VII.
BYLAWS

- A. The Board of Directors of this corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as they may deem necessary from time to time.
- B. The Bylaws may be amended, altered, or rescinded by the affirmative vote of a majority of the Board of Directors present at any regular or special meeting at which a quorum is present.
- C. Notwithstanding anything contained herein to the contrary, the article of the Bylaws setting forth the Statement of Faith shall not be amended under any circumstances, it being the intent of the incorporators that the original Statement of Faith set forth in the Bylaws shall be inviolate and not subject to amendment whatsoever.

ARTICLE VIII.
AMENDMENTS

- A. These Articles of Incorporation may be amended, altered, or rescinded by the affirmative vote of a majority of the Board of Directors present at any regular or special meeting called for that purpose at which a quorum is present

ARTICLE IX.
PRINCIPAL OFFICE AND REGISTERED AGENT

- A. The street address of the principal office of this corporation shall be 1431 Stuckert Road, Warrington, PA 18976.
- B. The Registered Agent of this corporation shall be Charles O. Morgan, 1300 Northwest 167th Street, North Miami, FL 33169.

ARTICLE X.
POWERS

To the end that the foregoing purpose and any other related religious purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said religious purposes, this corporation shall have the power:

- A. To acquire, either by gift, grant, purchase, devise or bequest, and hold, own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease, improve and dispose of real, personal or mixed property, wheresoever situated; to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit and in its behalf, through such persons or agent as it may determine or select from time to time by majority action of the Directors; to receive donations, gifts, and endowments, and to administer the same; all such real, personal and mixed property so acquired or received by gift, grant, devise, bequest or donation shall be used and employed, however, for religious purposes and not for pecuniary profit of the members.
- B. To formulate and adopt Bylaws and alter and rescind the same, provided, however, that said Bylaws shall be agreeable to, within and not beyond or contrary to, the powers herein granted, or to any laws of the United States or the State of Florida.
- C. And in general, to possess and exercise all the rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.
- D. Notwithstanding anything contained herein to the contrary, the powers of this corporation are expressly limited to those of any organization described in Section 501(c) (3) of the Internal Revenue Code. The property of this corporation is irrevocably dedicated to religious purposes and no part of the net income or

assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private individual, except for reasonable compensation for services actually rendered.

ARTICLE XI. DISTRIBUTION OF ASSETS UPON DISSOLUTION

- A. This corporation may be dissolved only pursuant to the agreement of two-thirds (2/3) of the then existing members of the Board of Directors. In the event of such dissolution, the Board of Directors shall, after paying or making provision for paying all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, to such organization or organizations organized and operated exclusively for religious, charitable, educational or literary purposes as shall at the time qualify as an exempt organization or organizations under Code Section 501(c) (3), contributions to which are deductible under Code Section 170(c)(2) (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by Circuit Court (or equivalent thereof) 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 the said court shall determine, which are organized and operated exclusively for such purposes.
- B. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation; and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to such organizations as shall have qualified for exemption under Code Section 501(c) (3), and none of the assets shall be distributed to any member, officer or director of this corporation.

ARTICLE XII. LIABILITY OF DIRECTORS AND OFFICERS

An officer or director of this corporation shall not be personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless:

- A. The officer or director breached or failed to perform his duties as an officer or director; and
- B. The officer's or director's breach of, or failure to perform, his duties constitutes any of the provisions of Florida Statute Section 617.0834 (relating to officers and directors of certain corporations and associations not for profit; immunity from civil liability).

If Florida law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent

permitted by Florida law. Any repeal or modification of this Section B shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned, ALBERT E. EHMANN, has executed this certificate as President of the corporation.

By: Albert E. Ehmman, President