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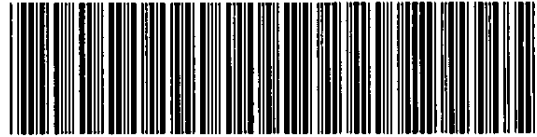
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PREVAIL OUTREACH MINISTRIES, INC.

DOCUMENT NUMBER: N17000001226

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

Please return all correspondence concerning this matter to the following:

BIANCA PREVALUS

(Name of Contact Person)

PREVAIL OUTREACH MINISTRIES, INC

(Firm/ Company)

920 36TH STREET

(Address)

WEST PALM BEACH, FL 33409

(City/ State and Zip Code)

abundantoverflow@outlook.com

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

For further information concerning this matter, please call:

BIANCA PREVALUS

304

825-3773

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

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

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) \$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

PREVAIL OUTREACH MINISTRIES, INC.

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

N17000001226

(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:

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

NA

**C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)**

BIANCA PREVALUS, President & Trustee
920 36TH STREET
WEST PALM BEACH, FL 33409

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: NA

NA

(Florida street address)

New Registered Office Address:

NA, Florida NA
(City) (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

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:

| | | |
|--|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u> |
| <input checked="" type="checkbox"/> Remove | <u>V</u> | <u>Mike Jones</u> |
| <input checked="" type="checkbox"/> Add | <u>SV</u> | <u>Sally Smith</u> |

Type of Action
(Check One)

Title

Name

Address

| | | | |
|--|-------------|----------------------------------|----------------------------------|
| 1) <input type="checkbox"/> Change | <u>CO/P</u> | <u>PASTOR RANDAL A. FERGUSON</u> | <u>521 17th STREET</u> |
| <input type="checkbox"/> Add | | | <u>WEST PALM BEACH, FL 33407</u> |
| <input checked="" type="checkbox"/> Remove | | | <u></u> |
| | | | |
| 2) <input type="checkbox"/> Change | <u></u> | <u></u> | <u></u> |
| <input type="checkbox"/> Add | | | <u></u> |
| <input type="checkbox"/> Remove | | | <u></u> |
| | | | |
| 3) <input type="checkbox"/> Change | <u></u> | <u></u> | <u></u> |
| <input type="checkbox"/> Add | | | <u></u> |
| <input type="checkbox"/> Remove | | | <u></u> |
| | | | |
| 4) <input type="checkbox"/> Change | <u></u> | <u></u> | <u></u> |
| <input type="checkbox"/> Add | | | <u></u> |
| <input type="checkbox"/> Remove | | | <u></u> |
| | | | |
| 5) <input type="checkbox"/> Change | <u></u> | <u></u> | <u></u> |
| <input type="checkbox"/> Add | | | <u></u> |
| <input type="checkbox"/> Remove | | | <u></u> |
| | | | |
| 6) <input type="checkbox"/> Change | <u></u> | <u></u> | <u></u> |
| <input type="checkbox"/> Add | | | <u></u> |
| <input type="checkbox"/> Remove | | | <u></u> |

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

THE UNDERSIGNED, each with the capacity to contract, hereby executes and acknowledges

these Articles of Incorporation for the purpose of amending a corporation not for profit under and

by virtue of the laws of the state of Florida. THE UNDERSIGNED HEREBY ADOPTS THE

FOLLOWING AMENDED ARTICLES OF INCORPORATION.

ATTACHMENT...(Pages 1 - 5)

February 10, 2017

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 February 10, 2017 _____

Signature Bianca Prevalus _____

(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)

BIANCA PREVALUS

(Typed or printed name of person signing)

PRESIDENT/TRUSTEE

(Title of person signing)

AMENDMENT TO ARTICLES OF INCORPORATION

THE UNDERSIGNED, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of amending a corporation not for profit under and by virtue of the laws of the state of Florida. THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING AMENDED ARTICLES OF INCORPORATION.

ARTICLE 1, NAME

The name of this corporation shall be PREVAIL OUTREACH MINISTRIES, INC. an extension ministry of Smith Bible Chapel University. The principal office for this corporation shall be in the STATE OF FLORIDA. The corporation may establish other offices, as the Board of Trustees may designate or as the affairs of the corporation may require. The start-up offices of the corporation are 920 36th STREET WEST PALM BEACH FLORIDA. The mailing address of the corporation is 920 36th STREET WEST PALM BEACH FLORIDA.

ARTICLE 2, PURPOSE

The corporation is organized exclusively for the purposes of ministry, charitable, religious, and education, 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 the corresponding section of any future United States Internal Revenue law. Prevail Outreach Ministries, Inc. will provide support, service, guidance, and comfort as mandated by the Founder, Christ Jesus and governed by the direction of the Holy Ghost through the use of the Holy Bible (*Authorized King James Version*). Prevail Outreach Ministries, Inc. is the founding corporation for Prevail LLC, and Release & Heal Center, as such business will be conducted at the discretion of Prevail Outreach Ministries, Inc. utilizing any of the following organizations which are dedicated to providing sound wisdom, understanding, and knowledge by engaging key principles found in the Holy Scriptures as basic instructions for the fulfillment of maturity in their Christian Faith. This purpose will have a meaningful impact of the individuals, families, communities, and nations in which are served. Prevail Outreach Ministries, Inc. also engages in activities which are necessary, suitable, or convenient for the accomplishment of that purpose, or by which are consisted to the Internal Revenue Code, Section 501(c)(3); including but not limited to, benefiting public interest by eliminating racial disparities, prejudice, and discrimination which are connected therewith combating community deterioration.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not to be carried on by (i) a corporation exempt from federal 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, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law. The purposes for which this corporation is organized are exclusively charitable, religious, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 3, MANNER OF ELECTION

The corporation will have voting and non-voting members, which will be detailed in The Board of Trustees Policy Manual.

In addition, non-voting members of the corporation shall consist of any qualified person accepted by the Board of Trustees expressing a desire to help further the purposes for which the corporation was organized, and who based on contractual agreement contribute time, expertise, and/or services. Voting members must be of noble character and good reputation within the community, and who are willing to commit time and money for these purposes may, upon request, be admitted to membership by vote of majority by the Board of Trustees.

ARTICLE 4, TERM OF TENURE

The date of commencement of corporate existence shall be when these articles have been filed with the Department of State and approved by it and the respective fees have been paid; the term for which the corporation is to exist shall be perpetual. This corporation is organized and operated solely for the purpose of charitable, religious, and educational purposes within the meaning of Section 501(c)(3), Internal Revenue Code. In the event of dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members; the residual assets of the corporation shall be distributed 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 law, or to the federal, state, and local government for exclusive public purpose.

ARTICLE 5, NON-PROFIT ORGANIZATION

No part of the net earnings of the corporation shall ever inure to the benefit of , or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in an effort to further the purposes set forth in Article 2. No substantial part of the activities of the corporation shall be the 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 any candidate for public office.

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not to be carried on by (i) a corporation exempt from federal 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, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law. The purposes for which this corporation is organized are exclusively charitable, religious, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 6, INITIAL REGISTERED OFFICE AND AGENT

The name of the Initial Registered Agent of the corporation is DR. ABE JOHNSON, and the street address of the Initial Registered Office is 3122 MAHAN DR. STE. 801 – 274 TALLAHASSEE, FLORIDA 32308.

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with, accept the appointment as Registered Agent, and agree to act in this capacity.


DR. ABE JOHNSON

ARTICLE 7, INCORPORATOR

The name of the incorporator(s) for this corporation is BIANCA PREVALUS. The initial address of the incorporator(s) is 920 36th STREET WEST PALM BEACH FLORIDA 33407.

ARTICLE 8, INITIAL TRUSTEES

The Board of Trustees of the corporation shall consist of no less than three (3) trustees as determined by the Board of Trustee Policy Manual. Trustees shall be elected at the annual meeting of the members set forth in the by-laws. Trustees may be removed and vacancies shall be filled in the manner provided by the Board of Trustee Policy Manual. The trustees named in these articles shall serve as trustee for the ensuing year, or until the third annual meeting of the corporation, and any vacancies before then shall be filled in the manner set for in the Board of Trustee Policy Manual. The Board of Trustees shall have the authority to make provision for reasonable compensation to its members for their services as trustees and to fix the basis and conditions upon which this compensation shall be paid. Any trustee may also serve the corporation in any other capacity and receive compensation therefore in any form. The trustees whose position and duties are set forth in the Board of Trustees Policy Manual will manage the affairs of the corporation. The names and the addresses of the trustees who are to serve until the first election are as follows:

BIANCA PREVALUS, President & Trustee
920 36TH STREET
WEST PALM BEACH, FL 33409

M. YVONNE BRADSHAW, Trustee
1156 WEST 34TH STREET
RIVIERA BEACH, FL 33404

DR. ABE JOHNSON, Trustee
3122 MAHAN DR. STE. 801 – 274
TALLAHASSEE, FL 32308

DR. MITTIE JOHNSON, Trustee
3122 MAHAN DR. STE. 801 – 274
TALLAHASSEE, FL 32308

ARTICLE 9, BY-LAWS

The first *Board of Trustee Policy Manual* of the corporation shall be adopted by the Board of Trustees and may be amended, altered or rescinded by the Board of Trustees in the manner provided by such manual.

ARTICLE 10, AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by statute or in the following manner:

The Board of Trustees shall approve every amendment by a two-thirds majority vote. Any Board member [whether voting or non-voting], volunteer, employee, funding officer, participants or others not specified displaying or conducting ill-will, malicious intent to harm [whether verbally, mentally or physically, financially, or spiritually], erratic or unjustifiable behavior, prejudice or bias regarding race, religion, sexuality, or otherwise verbally stipulated, to defraud and use of deceptive practices, manipulate, or intimidate ***shall be removed immediately***. No persons shall feel under scrutiny nor harassed [written express or verbal] based on coming forward speaking fact of relevant material presented by the Board member [whether voting or non-voting], volunteer, employee, funding officer, participants and/or immediate family members of those listed otherwise not specified.

Article 11: Hostile and Non-Performing Trustees

Shall not be permitted to engage in matters related to the development or future development of Prevail Outreach Ministries, Inc. or its affiliated companies whereunto the matter of justice, advocacy, or otherwise participation concerning the development of any programs or initiatives previously inclined or otherwise. Hostile and non-performing Trustees are barred from any activities related to or in conjunction with Prevail Outreach Ministries, Inc., its board members and their immediate family, clients, partners, or funders as these acts will subject POM to lawful backlash concerning the purposes established in Article 2 and as stipulated by IRS 501(c)(3). Board Members are to maintain the highest level of professionalism, courtesy, integrity, and respect as well as law-abiding citizens as we are an example to the participants we serve and a direct reflection of the Body of Christ.

I, THE UNDERSIGNED, for the purposes of becoming a corporation not for profit under the provisions of the laws of Florida, do make, and affix my signature to acknowledge and file in the office of the Secretary of State these articles of incorporation.

WITNESS my respective hand and seal on the date and place indicated below.

Bianca Prevalus

BIANCA PREVALUS, President

An electronic signature shall have and maintain the same effect as my written signature, any duplication without knowledge is strictly prohibited. Florida Statute 668.004 and the Uniform Electronic Transaction Act confirms the force and effect of electronic signature unless otherwise provided by law, an electronic signature may be used to sign a writing and shall have the same force and effect as a written signature. This electronic record is intended for the recipients sent. The effect of an electronic record or electronic signature attributed to a person (a) is determined from the context and surrounding circumstances at the time of its creation, execution, and/or adoption, including the parties' agreement, if any and otherwise provided by law