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1. THE ALLEN MORRIS FOUNDATION
(CORPORATE NAME AND DOCUMENT #)
2. _____
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3. _____
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COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: THE ALLEN MORRIS FOUNDATION
CORPORATE NAME
711361

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

\$35.00 Filing Fee
 \$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy
 \$52.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED

FROM: W. ALLEN MORRIS
Name (Printed or typed)

121 ALHAMBRA PLAZA, #1600
Address

CORAL GABLES, FL 33134
City, State & Zip

(305) 443-1000
Daytime Telephone number

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

NOTE: Please provide the original and one copy of the document.

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SECRETARY OF STATE
TALLAHASSEE, FL

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ALL IN LEADERS, INC.
f/k/a
THE ALLEN MORRIS FOUNDATION

The Articles of Incorporation of THE ALLEN MORRIS FOUNDATION, a Florida not for profit corporation (the "Corporation"), Document No. 711361, were filed on February 28, 1956.

These Amended and Restated Articles of Incorporation were duly adopted by the Members and Board of Directors of the Corporation at a meeting held on March 7, 2022. Accordingly, the Articles of Incorporation are amended and restated in their entirety to read as follows:

ARTICLE I
NAME OF CORPORATION

The name of this Corporation shall be: ALL IN LEADERS, INC.

ARTICLE II
PURPOSES

Section 1. The Corporation is organized exclusively for charitable, religious, literary, educational and scientific purposes, including, without limitation, to publish books, electronic media, teaching materials, and organize retreats and forums for personal and spiritual growth and to give financial assistance to churches, Sunday schools, home and foreign missions, and other religious organizations seeking to advance the kingdom of God and the Gospel of Jesus Christ throughout the world; including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(1)(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

Section 3. No part of the activities of the Corporation shall include the carrying on of propaganda, or be used to influence legislation (as defined in Section 4945), 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.

Section 4. 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, (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida.

ARTICLE III
MAILING ADDRESS AND ADDRESS OF PRINCIPAL OFFICE

The mailing address of the corporation is 121 Alhambra Plaza, Suite 1600, Coral Gables, FL 33134, and its principal office shall be the same. Email address for correspondence is wam@allenmorris.com.

ARTICLE IV
REGISTERED AGENT

The street address of the registered agent for the Corporation shall be W. ALLEN MORRIS, at 121 Alhambra Plaza, Suite 1600, Coral Gables, FL 33134.

ARTICLE V
POWERS

This corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE VI
NO MEMBERS

The corporation shall be organized on a non-stock basis and shall have no members.

ARTICLE VII
TERM

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VIII
NAME AND ADDRESS OF RESPONSIBLE OFFICER

The name and address of the officer signing these amended and restated articles of incorporation for this Corporation is W. ALLEN MORRIS, President, at 121 Alhambra Plaza, Suite 1600, Coral Gables, FL 33134.

ARTICLE IX
BOARD OF DIRECTORS

Section 1. The affairs of the Corporation shall be managed by the Board of Directors of the Corporation, whose names are set forth in Section 2.

Section 2. The names and addresses of the current Board of Directors of the Corporation are as follows:

W. ALLEN MORRIS
121 Alhambra Plaza, Suite 1600
Coral Gables, FL 33134

JUNE MORRIS
121 Alhambra Plaza, Suite 1600
Coral Gables, FL 33134

YAZMIN GIL
121 Alhambra Plaza, Suite 1600
Coral Gables, FL 33134

JAMES MCCOY
121 Alhambra Plaza, Suite 1600
Coral Gables, FL 33134

Section 3. The Board of Directors shall be as determined and fixed by the bylaws of the Corporation; provide, however, that there shall never be less than three (3) Directors.

ARTICLE X

RESTRICTIONS ON DISTRIBUTIONS

The corporation shall:

(a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.

(b) Not engage in any act of self-dealing as defined in Section 4941 (d) of the Code, or the corresponding provisions of any future federal tax laws.

(c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.

(d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.

(e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE XI DEDICATION OF ASSETS UPON DISSOLUTION

Upon termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization, or organizations under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court in 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.

ARTICLE XII BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XIII

ARTICLE XIII
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

ARTICLE XIV
INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is or was a Director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with the action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performances of his/her duty to the Corporation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 7 day of March, 2022.



W. ALLEN MORRIS, President