

737547

BIRKEY

HCJB World Radio is now
hcjb global

1065 Garden of the Gods Rd.
Colorado Springs, CO
80907-3405

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

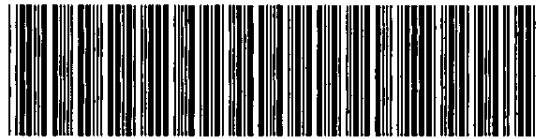
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600139162616

*Amended &
Restated*

12/22/08--01004--018 **35.00

FILED
2009 FEB -6 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

X00789, 01048, 00524, 00671

AR
216109



February 3, 2009

Ms. Annette Ramsey
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation for World Radio Missionary Fellowship, Inc.

Dear Ms. Ramsey:

Per your December 31, 2008 letter, enclosed are the following:

1. Certificate confirming the amendment needed membership approval.
2. The Amended and Restated Articles in the format requested.

If I can be of further assistance, please call 719-388-2247.

Thank you for your assistance.

Sincerely,

Cheryl J. Birkey
Secretary/Corporate Affairs Assistant to the President

Enclosures



December 16, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Amended and Restated Articles of Incorporation

Dear Sir/Madam:

Enclosed are the amended and restated Articles of Incorporation for World Radio Missionary Fellowship, Inc. doing business as HCJB Global. These Articles of Incorporation became effective on September 19, 2008.

Also enclosed is the \$35.00 fee for processing this documentation.

Thank you for your assistance.

Sincerely,

Cheryl J. Birkey
Secretary

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 31, 2008

Cheryl J. Birkey
World Radio Missionary Fellowship
1065 Garden of the Gods Rd.
Colorado Springs, CO 80907-3405

SUBJECT: WORLD RADIO MISSIONARY FELLOWSHIP, INC.
Ref. Number: 737547

We have received your document for WORLD RADIO MISSIONARY FELLOWSHIP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please remove the statement "I, Cheryl Birkey" etc from the top of the page. You may put that statement on one of the other pages. Please put the title "Amended and Restated Articles" at the top of the page. Please remove the reference to HCJB Global throughout the document unless you want to change the name of the corporation to HCJB Global. If you do you would need to state so in Article I.

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) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 508A00062085

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

ARTICLE I

NAME OF CORPORATION

The name of this corporation is: WORLD RADIO MISSIONARY FELLOWSHIP, INC.
(herein, "WRMF").

ARTICLE II

PURPOSES

1. WRMF is organized and shall be operated exclusively for Christian religious purposes (including religious educational, benevolent, charitable, scientific or literary purposes) within the meaning of section 501(c)(3) of the Internal Revenue Code. Without limiting the foregoing, the general nature of the objects and purposes of WRMF shall be:
 - (a) To propagate the Christian message by (i) empowering dynamic media and healthcare ministries that declare and demonstrate Jesus Christ, including the use of current media and evolving communication technologies; (ii) ministering to people through preventative and curative healthcare; (iii) preparing and distributing Christian and educational information; and (iv) engaging in a program of evangelism, missionary and related work on a world-wide basis.
 - (b) To accept contributions, including gifts conditioned upon the payment of an annuity based upon the life or lives of one or more persons.
 - (c) To acquire, 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, WRMF may acquire, take, receive, hold, own, administer, distribute and dispose of gifts or donations of property, real, personal and mixed, designated by the donors for the causes or objects hereinabove mentioned or any of either of them.
2. The purposes for which WRMF is formed are purely Christian and religious (including religious educational, benevolent, charitable, scientific or literary purposes) and not for financial gain, and no financial gain shall ever accrue to any member of WRMF, nor any other person or institution in the conduct of the same, but any receipts of WRMF in excess of the expenses of operating and maintaining same shall be applied by the Trustees, to carry out the purposes of WRMF or any other non-profit tax-exempt charitable organization, as they in their judgment may deem wise.

FILED

2009 FEB -6 PM 4:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. 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 WRMF.

ARTICLE III

POWERS

1. To the end that the foregoing purposes and any other related purposes and objects may be carried out, performed and accomplished, and to obtain funds or income for said purposes, WRMF shall have all lawful powers conferred upon nonprofit corporations by the Florida Not For Profit Corporation Act (the "Act"), including without limitation the power to:
 - (a) Acquire, either by gift, grant, purchase, devise or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease, improve, and dispose of real, personal and 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 WRMF 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 a majority action of the Trustees; 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 Christian purposes (including religious education, benevolent, charitable, scientific, and literary purposes) and not for pecuniary profit by the members.
 - (b) Formulate and adopt Bylaws and to 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.
2. Notwithstanding any other provision of these Articles of Incorporation, WRMF 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

MEMBERS

The terms of office, voting privileges, and other conditions affecting membership shall be set forth in the Bylaws.

ARTICLE V

BOARD OF TRUSTEES

1. The number of Trustees may be increased or decreased from time to time pursuant to the Bylaws but shall never be less than five.
2. All corporate powers of WRMF shall be exercised by or under the authority of, and the affairs of WRMF shall be managed under the direction of, the Board of Trustees, subject to any limitation set forth in the Bylaws of WRMF.
3. The personal liability of a Trustee to WRMF or to its members shall be limited or eliminated to the fullest extent permitted by the Act. Any repeal or modification of this Article V, Section 3 shall be prospective only and shall not adversely affect any right or protection of a Trustee of the corporation existing at the time of such repeal or modification.

ARTICLE VI

OFFICERS

1. The officers of WRMF shall be as provided for in the Bylaws.
2. The personal liability of an officer to WRMF or to its members shall be limited or eliminated to the fullest extent permitted by the Act. Any repeal or modification of this Article VI, Section 2 shall be prospective only and shall not adversely affect any right or protection of a Trustee of the corporation existing at the time of such repeal or modification.

ARTICLE VII

BYLAWS

The Board of Trustees of WRMF shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they deem necessary from time to time.

ARTICLE VIII

AMENDMENTS

The Board of Trustees shall have the exclusive power and authority at any time and from time to time to amend these Articles of Incorporation by a two-third (2/3) vote of the Trustees then in office.

Notwithstanding the foregoing, no amendment to Article IV or otherwise addressing the terms of office, voting privileges or other conditions affecting membership shall be effective unless also approved by a two-thirds (2/3) vote of the voting members present at a meeting at which there is a quorum, or by action of the voting members without a meeting, as provided for by the Bylaws.

ARTICLE IX

REGISTERED OFFICE AND REGISTERED AGENT

The post office address of the registered office of WRMF in the State of Florida is 1300 NW 167th Street, Miami, Florida 33169. The name of the Registered Agent located at such address is: Charles O. Morgan Jr.

ARTICLE X

NON-PROFIT STATUS

1. No part of the net earnings of WRMF shall inure to the benefit of or be distributable to any member, Trustee or officer of WRMF or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of WRMF affecting one or more of its purposes), and no member, Trustee or officer of WRMF or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of WRMF or otherwise.
2. No substantial part of the activities of WRMF shall consist of carrying on propaganda or otherwise attempting to influence legislation. WRMF shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE XI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

No person, firm or commercial corporation shall ever receive any dividends or profits from the undertaking of WRMF, 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 which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal government, or to a State or local government, for a Christian purpose, and none of the assets will be distributed to any member, officer or Trustee of WRMF.

CERTIFICATION

The restatement of the Articles of Incorporation of World Radio Missionary Fellowship, Inc. contains an amendment requiring membership approval. Below is the Annual Members' Meeting Minute from September 15, 2008 giving such approval.

MINUTE A-1422 NEW BYLAWS AND ARTICLES OF INCORPORATION

Per Board minute 6472, the Board of Trustees makes a motion to adopt the proposed revised Articles of Incorporation and Bylaws dated August 20, 2008, with the purpose of replacing World Radio Missionary Fellowship, Inc's existing Articles of Incorporation and Bylaws.

A written ballot was requested on the board's motion.

Yes: 165

No: 51

Abstentions: 3

Motion carried.

I, Cheryl J. Birkey, Secretary of World Radio Missionary Fellowship, Inc., do certify that the above is a true and correct minute of the organization.

IN WITNESS WHEREOF, I hereunto affixed my hand and seal of this corporation, this 3rd day of February, 2009.

World Radio Missionary Fellowship, Inc.

(SEAL)

By: Cheryl J. Birkey
Secretary