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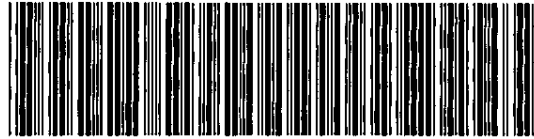
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE GENESIS YOUTH PROJECT, INC.

DOCUMENT NUMBER: 750097

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

Please return all correspondence concerning this matter to the following:

CANDIE DEMING

(Name of Contact Person)

THE LAW OFFICES OF ERIKA E. COLE, LLC

(Firm/ Company)

9433 COMMON BROOK ROAD, SUITE 208

(Address)

OWINGS MILLS, MARYLAND 21117

(City/ State and Zip Code)

cdeming@colclawoffices.com

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

For further information concerning this matter, please call:

Candie Deming

at

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654-4300

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

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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

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ARTICLES OF AMENDMENT AND RESTATEMENT

FORT LAUDERDALE AREA YOUTH FOR CHRIST, INC.

FORT LAUDERDALE AREA YOUTH FOR CHRIST, INC. was formed in the State of Florida as a nonprofit corporation on December 7, 1979. The Board of Directors of the Corporation having legally voted to Amend the Corporate Articles, herein present these Articles of Amendment and Restatement for the purpose of a name change and change in several clauses.

ARTICLE I

The name of the Corporation shall be **THE GENESIS YOUTH PROJECT, INC.** The business of the Corporation may be conducted as "GENESIS YOUTH PROJECT", "GENESIS PROJECT", "TGYP" and/or "GYP" provided the Corporation has complied with all legal requirements regarding the use of such trade name.

ARTICLE II

The registered office of this Corporation shall be 2400 N. University Drive, Suite 203, Pembroke Pines, Florida 33024.

ARTICLE III

This Corporation is organized for religious and charitable purposes, including the making of distributions to entities that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or any corresponding provisions of future US Internal Revenue Code. The powers of this Corporation shall be limited to the exercise of only those powers as are in furtherance of exempt purposes as defined in IRC 501(c)(3).

Specifically, the Corporation shall exist to Glorify God and honor the Lord Jesus Christ by serving and reaching spiritually lost, unchurched, irreligious, ignored, abandoned, abused, at-risk, high-risk, marginalized and hard to reach children and youth in elementary, middle and high school ages 5 - 18, outside the walls of the local church and seek to bring God's order out of the chaos in these spiritually lost girls and boys - the sons and daughters of our communities. (Genesis 1:1-2).

ARTICLE IV

The central purpose of the Corporation, as part of the body and bride of Christ, is to fulfill the Great Commission—to bear witness about Jesus Christ, who is the true Light, the Lamb of God, the only Son of God full of grace and truth (John 1:7-9, 14, 29, 34-36)—throughout the South Florida area, and beyond in the responsible evangelism and responsible discipleship of lost adolescents wherever God leads us and even to the most distant part of the earth. (Matthew 28:18-20; Mark 16:15; John 17:18; Acts 1:8; 2 Corinthians 5:18-20; Romans 10:13-15).

Our corporate name ("THE GENESIS YOUTH PROJECT") is taken from Genesis 1:1-2: "1 In the beginning God created the heavens and the earth. 2 Now the earth was formless ("utter chaos") and empty ("vacant"), darkness ("without light, pitch black") was over the surface of the deep, and the Spirit of God was hovering ("preparing to work") over the waters."

Our belief is that kids, created in God's image, are living lives separated from God, in utter chaos, walking around in spiritual darkness, and, empty of God's hope, his unconditional love, and his divine grace.

Our belief is that God can give a new beginning to all children and youth. And our passion is to tell kids of all ages the Good News of Jesus Christ which is GOD. LOVES. YOU. We believe God has said...in his loudest voice possible...I love you...I love you...I love you. We believe God can bring order out of their chaos like he did at creation and throughout the book of Genesis through his written word, the Bible; and, through his Son, the Lord Jesus Christ, the Word who became flesh. (Genesis 1-50; John 3:16-17; John 1:1-14; Romans 10:13; John 1:29).

Our belief is that God, through his one and only Son, the Lord Jesus Christ, can push back the terrible darkness with his radiant light: "I am the Light of the world." (John 1:4-5; 9-14; John 3:16; 8:12; 14:6; Acts 4:14; Romans 10:13).

All persons serving youth through and for the Corporation, whether as a trustee, director, officer, employee, volunteer or member, shall accept and believe the following essential tenets of faith:

1. The Bible—all 66 books—to be the inspired, the only infallible authoritative Word of God in the original manuscripts. Therefore, all Scripture is without mixture of error and totally true and trustworthy. And all Scripture, even the Old Testament, leads to the Lord Jesus Christ. We also believe the Bible is for our personal conduct, character and practical instruction (Ex. 24:4; Deut. 4:1-2; Josh. 1:7-8; Jer. 15:16; Psalm 19:7-11; Psalm 119; Luke 24:27; John 5:39; Acts 17:11; Rom. 15:4; 2 Tim. 3:15-17; 2 Pet. 1:18-21); and
2. That there is only one God, the Godhead, who eternally exists in three persons—the Father, the Son, and the Holy Spirit—and that these three are one God, having precisely the same nature, essence and being, and worthy of the same love, adoration, worship, confidence, obedience and service (Deut.

6:4-5; Isa. 6:1-5; Matt. 28:18-19; John 1:1-18; Acts 5:3-4; 1 Cor. 8:6; 2 Cor. 13:14; Heb. 1:1-3); and

3. In the Deity of our Lord Jesus Christ, in His miraculous conception by the Holy Spirit, in His virgin birth, in His sinless life, in His miracles, in His crucifixion, in His substitutionary and atoning death, in His burial, in His bodily resurrection, in His appearances, in His ascension to the right hand of the Father, in His Headship, in His intercession, in His indwelling, and in His personal return in power and glory (Isa. 7:14; Matt. 1:18, 21, 23-25; Mark 15:24; Luke 1:30-35; 23:33, 50-53; Rom. 3:25-26; 5:6-8; 1 Cor. 15:3-8; 2 Cor. 5:21; Eph. 1:22-23; Phil. 2:5-11; Col. 1:27; Heb. 1:3-4; 4:15; 7:25; 1 John 2:1); and
4. That all humanity, male and female, is God's special creation, made in His image, originally fell through sin, and as a consequence of this disobedience, all humanity is spiritually lost and dead, and possesses no spark of divine life apart from divine grace. And, for salvation of sinful humanity regeneration is absolutely essential. We believe regeneration to be the implanting of a new life by the Holy Spirit through the Word. You must be born again, and this new birth—by faith alone in Christ alone—was accomplished by the shed blood of our Lord Jesus Christ (Gen. 1:26; 2:17; 6:5; 6:5; Psalm 14:1-3; 51:5; John 1:12-13; 3:3-6, 5:40; 14:6; Rom. 3:10-19; 8:6-8; 10:17; Eph. 2:1-6, 8-10); and,
5. That at physical death the believer enters immediately into everlasting and conscious fellowship with the Lord and awaits the resurrection of the body to eternal glory, joyful celebration and blessing; but the unbeliever at physical death enters immediately into eternal, conscious separation from the Lord and awaits everlasting judgement and punishment (Luke 16:19-26; Luke 23: 42-43; Rev. 21:4; 1 Thess. 4:16; 2 Thess. 1: 7-10; John 5:28-29; Matt. 25:46; Rev. 20:14); and
6. That the next great prophetic event to consummate history and the eternal plan of God is the bodily return of Jesus Christ and this event is the blessed hope. The blessed hope demands constant expectancy, holy living, and sacrificial service through the Holy Spirit, the Third Person of the Godhead, who indwells every believer and unites all to Christ in one body (John 14:1-3; Rom. 8:9; I Cor. 15:51-52; Phil. 3:20; 1 Thess. 4:13-18; Titus 2:11-14; Matt. 28:19; John 14:16, 26; John 16:13; John 14:16-17; I Cor. 6:19, Eph. 2:22; Eph. 4:30; Rom. 12:5); and
7. That the Holy Spirit, as the Indwelling One, is the enabling source of all power, true worship and Christ-like service as we carry on this wonderful ministry of reconciliation as Christ's ambassadors. We believe the Holy Spirit speaks through the Scriptures to teach about God, to guide, train, warn, show truth, provide wisdom, expose sin; but never diminishing, contradicting or making void the Scriptures (John 14:16-17; John 16:8; Rom. 8:9; Gal. 5:16, 5:18,

5:22-25; Eph. 5:18; 2 Cor. 5: 11-21; Psalm 19: 7-11; Psalm 119; 2 Tim. 3:16-17; Josh. 1:7-8).

ARTICLE V

This Corporation shall have perpetual existence unless sooner dissolved. Upon dissolution of the Corporation, the remaining assets shall be distributed for one or more exempt purposes, ideally to assist at-risk youth, pursuant to IRC 501(c)(3) or corresponding sections of any future US Tax Code or shall be distributed to the federal government, or to a state or local government for a public purpose.

ARTICLE VI

The affairs of the Corporation shall be managed by a Board of Directors, which may from time to time be referred to as the Board of Trustees or the Board. The Board shall be considered to be the members of the Corporation. The Board shall have all powers and authority granted by Florida State laws. Directors shall be elected by the sitting Board as and when necessary. There shall be no fewer than five (5) Directors which shall include the Executive Director and not to exceed fifteen (15). The Executive Director shall be an employee of the Corporation and shall be responsible for the day to day operations of the Corporation.

Directors, other than the Executive Director, shall serve one (1) year terms with unlimited successive terms permitted. Each Director has the right to one (1) vote.

Officers of the Corporation shall be elected from among the Directors and the Offices shall be Chairperson, Vice-Chairperson, Secretary and Treasurer.

Directors may be terminated at any time by vote of the Board for actions or beliefs contrary to the stated religious beliefs of the Corporation or for actions detrimental to the mission of the Corporation.

The Board shall meet at least three (3) times annually in three different months. Additional Board meetings may be called by the Executive Director or any two Directors.

ARTICLE VII

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation may pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated mission in Article III. 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] a political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from

Federal income tax under IRC 501(c)(3) or any subsequent corresponding tax code provision or by a corporation, contributions to which are deductible under section IRC 170(c)(2) or subsequent corresponding tax code provision.

ARTICLE VIII

Amendments to these Articles may be proposed and adopted by the Board of Directors. The By-Laws of the corporation may be proposed, altered or rescinded by a majority vote of the Board.

ARTICLE IX

The name of the registered agent shall be **Gary D. Brown**, 2400 N. University Drive, Suite 203, Pembroke Pines, Florida, 33024.

ARTICLE X

Section 1. The Corporation is a religious organization established and governed by the principle that all matters of faith and conduct are guided by and must evaluated on the truths in the Bible which is our inspired, infallible and inerrant guide. (Psalm 19: 7-11; 2 Timothy 3:16-17). This includes our beliefs on the nature of human beings and their sexuality including that a marriage union shall only occur between a man and a woman and that gender is determined by God and is immutable. The Corporation has exclusive control over its theological doctrine, policy teachings and beliefs about who may marry within our faith. Officials of the Corporation not be required to and will not solemnize or officiate any marriage rite or union between individuals of the same gender in violation of the Corporation's and its members' right to free exercise of religion granted by the First Amendment of the U.S. Constitution.

Section 2. The Corporation upholds the Word of God which denounces any and all forms of marriage outside a marriage between one man and one woman. The Corporation believes an individual's gender is assigned by God and is immutable. (Genesis 1:27-28; Genesis 2:22-24; Genesis 6:19-20; Genesis 7:2-3, 16; Leviticus 18:22; Leviticus 20:13; Jeremiah 29:6; Malachi 2:15; Matthew 19:4-6; Romans 1:24-26; I Corinthians 7:2; I Corinthians 11:3; I Timothy 3:2; Ephesians 5:23-33; Colossians 3:18-19; Titus 2:4).

Section 3. The Corporation and all non-profit organizations that it operates, supervises or controls are not required to and will not allow use of its facilities, goods or privileges for purposes contrary to its religious beliefs. Notwithstanding, one of the Corporation's chief missions is to minister to youth, especially troubled youth and those in need, and this ministry does not discriminate based on the circumstances, prior actions, experiences, beliefs, behaviors, or history of those it serves. Rather, the Corporation's mission seeks to introduce youth to our loving Lord and the teachings of the Bible so as to lead them by example into a lifestyle consistent with Biblical principles.

Section 4. The Corporation and all non-profit organizations that it operates, supervises or controls are not required to and will not offer ministry positions, leadership roles, membership or membership privileges to any individual if such person is married to a person of the same gender, who promotes marriage of persons of the same gender, is transgender or who promotes the idea that one's gender at birth can be denied or altered.

Section 5. The Corporation, its Pastor, Elders, licensed ministers or any member, will not at any time conduct or participate in the marriage or wedding ceremony of any couple whose relationship is contrary to the scripture the Corporation upholds as truth and/or the Corporation's interpretation of said scriptures.

Section 6. Therefore, according to the above stated scripture references, the Corporation is against same-sex marriages, group marriages, incestuous marriages, polygamy, bigamy, pedophilia, marriages with children, sexual acts outside of marriage, pornography, prostitution, adultery, human trafficking, and attempts to physically alter or disagree with one's biological gender.

July 2, 2017

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

when filed

Effective date if applicable:

(no more than 90 days after amendment file date)

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Adoption of Amendment(s)

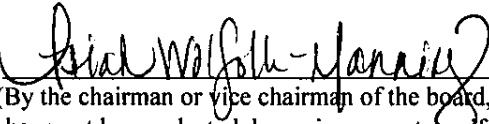
(CHECK ONE)

- ☐ 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.

July 2, 2017

Dated

Signature



(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)

Asiah Wolfolk-Manning, ESQ.

(Typed or printed name of person signing)

Vice Chairperson of the Board

(Title of person signing)