

F010000002286

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## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Biblica US, Inc.

Name of Corporation

**DOCUMENT NUMBER:** F01000002286

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lyn Arroyo

Name of Contact Person

Biblica, Inc.

Firm/Company

1820 Jet Stream Drive

Address

Colorado Springs, Colorado 80921

City/State and Zip Code

lyn.arroyo@biblica.com

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

For further information concerning this matter, please call:

Lyn Arroyo

Name of Contact Person

at ( 719 ) 867-2616

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 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

**NOT FOR PROFIT CORPORATION**  
**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE**  
**AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**  
(Pursuant to s. 617.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

F01000002286

(Document Number of Corporation (If known))

FILED  
SECRETARY OF STATE  
14 NOV 19 PM 3:09

1. BIBLICA US, INC.

(Name of corporation as it appears on the records of the Department of State)

2. Colorado

(Incorporated under laws of)

3. 05/01/2001

(Date authorized to conduct affairs in Florida)

**SECTION II**  
**(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? October 1, 2014

5. Biblica, Inc.

(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

\_\_\_\_\_  
(New duration)

\_\_\_\_\_  
(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

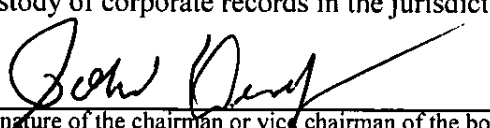
\_\_\_\_\_  
(New jurisdiction)

\_\_\_\_\_  
(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

\_\_\_\_\_  
(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

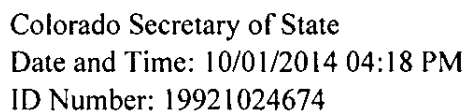
  
(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Robert S. Dinolfo

(Typed or printed name of the person signing)

Chief Financial Officer

(Title of person signing)



Document must be filed electronically.  
Paper documents are not accepted.  
Fees & forms are subject to change.  
For more information or to print copies  
of filed documents, visit [www.sos.state.co.us](http://www.sos.state.co.us).

Document number: 20141606291  
Amount Paid: \$25.00

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filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 19921024674

1. Entity name: Biblica US, Inc.  
(If changing the name of the corporation, indicate name before the name change)

2. New Entity name:  
(if applicable) **Biblica, Inc.**

3. Use of Restricted Words (if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):

- ☐ "bank" or "trust" or any derivative thereof  
☐ "credit union"      ☐ "savings and loan"  
☐ "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

OF

If the corporation's period of duration as amended is perpetual, mark this box: ☐

5. The amended and restated constituent filed document is attached.

6. The amendment to the articles of incorporation was in the manner indicated below:  
(make the applicable selection)

- ☐ The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.
- ☒ The amendment and restatement was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box ☐ and include an attachment stating the date and manner of adoption.)

7. (Optional) Delayed effective date: \_\_\_\_\_  
(mm/dd/yyyy)

**Notice:**

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic

statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Skinner	Robert	J.	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
90 South Cascade Avenue, Suite 1300			
<small>(Street name and number or Post Office Box number)</small>			
Bryan Cave LLP			
Colorado Springs	CO	80903-1615	
<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>	
	United States		
<small>(Province – if applicable)</small>	<small>(Country – if not US)</small>		

*(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)*

**Disclaimer:**

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

of

**BIBLICA, INC.**

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Effective the 1<sup>st</sup> day of October 2014, the Board of Directors of Biblica US, Inc., a nonprofit corporation (the "Corporation") established pursuant to the Colorado Revised Nonprofit Corporation Act (the "Act") on 10<sup>th</sup> March 1992 and formerly named IBS-STL U.S., Inc., adopts these Amended and Restated Articles of Incorporation.

**ARTICLE ONE  
NAME**

The name of the Corporation shall be Biblica, Inc.

**ARTICLE TWO  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE THREE  
OFFICES**

The address of the principal and registered office of the Corporation is 1820 Jet Stream Drive, Colorado Springs, Colorado 80921.

**ARTICLE FOUR  
PURPOSES AND POWERS**

- 4.1 The Corporation is organized and shall be operated exclusively for Christian religious purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

- 4.2 Subject to 4.1 above, the specific objects and purposes of the Corporation and the nature of the business shall include, but not be limited to, the following:
- (a) To advance, spread, foster, and promote the Gospel of Jesus Christ throughout the world in cooperation with the Christian church and the Corporation's affiliate organizations;
  - (b) To advance, spread, foster, and promote the teachings of Jesus Christ and other biblical education throughout the world;
  - (c) To support, encourage, and facilitate the spread and growth of the Christian faith throughout the world through the translation, publication, and distribution of the sacred Scriptures and distinctively Christian literature, music, software, multimedia, and other materials;
  - (d) To advance education and relieve poverty and sickness in fulfillment of the Gospel of Jesus Christ; and
  - (e) To support other organizations, projects, and initiatives that are organized and operated for similar Christian ministry purposes.
- 4.3 In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 4.4, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of the state of Colorado and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.
- 4.4 The powers of the Corporation are restricted as follows:
- (a) The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in Code §501(c)(3), or by a corporation, contributions to which are deductible under Code §170(c)(2),
  - (b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director or officer of the Corporation or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation affecting one or more of its purposes),
  - (c) The Corporation shall not participate, intervene, or distribute statements regarding any political campaign or candidate for public office.

- (d) Upon dissolution of the Corporation, all of the Corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in Code § 501(c)(3), contributions to which are deductible under Code § 170(c)(2), and which have purposes similar to those of the Corporation. The organizations to receive such property, and their respective shares and interests, shall be determined by the Board of Directors.
- (e) No director or officer of the Corporation or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

## ARTICLE FIVE STATEMENT OF FAITH

The Corporation is organized as a Christian, faith-based organization, which shall conduct its ministry and operations in accordance with the following Statement of Faith:

*We Believe*

*In one God, eternally existent in three persons — Father, Son, and Holy Spirit;*

*In the absolute deity and full humanity of our Lord Jesus Christ, God the Son, His virgin birth, His sinless life, His miracles, His substitutionary and atoning death for all through His shed blood, His bodily resurrection, His ascension to the right hand of the Father, and His personal return in power and glory to judge the living and the dead;*

*In the present ministry of the Holy Spirit, by whose indwelling the Christian is empowered to live a holy life, to witness and work for the Lord Jesus Christ;*

*In the divine inspiration of all 66 books of the Old and New Testaments as originally given, guaranteeing their infallibility, entire trustworthiness, and supreme authority in all matters of faith and conduct;*

*That all people are sinners and cannot save themselves. Salvation is received as a free gift of God's grace, apart from works, through repentance and personal faith in the redemptive work of Christ and the regenerating power of the Holy Spirit;*

*In the bodily resurrection of both the saved and the lost, the eternal blessedness of the saved, and the eternal punishment of the lost;*

*In the spiritual unity of believers in our Lord Jesus Christ who are thus members of His Body, the Church, whose work is the worship of God, perfecting the saints, and evangelization of the world.*



**ARTICLE SIX  
MEMBERS**

The Corporation shall have no members.

**ARTICLE SEVEN  
BOARD OF DIRECTORS**

- 7.1 The management of the affairs of the Corporation shall be vested in a Board of Directors and as set forth provided in the Act, these Articles of Incorporation, and the Bylaws of the Corporation. The number of Directors, their classifications, their terms of office, and the manner of their election or appointment shall be as provided from time to time in the Bylaws of the Corporation.
- 7.2 No Director shall be personally liable to the Corporation or to its members for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the Corporation or to its members for monetary damages for the following:
- (a) Any breach of the director's duty of loyalty to the Corporation or to its members,
  - (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,
  - (c) Acts specified in Act § 7-128403, or
  - (d) Any transaction from which the director directly or indirectly derived an improper personal benefit.
- 7.3 The Corporation shall indemnify each Director and Officer of the Corporation to the fullest extent permissible under the laws of the State of Colorado.
- 7.4 This Article shall not limit the rights of Directors of the Corporation for indemnification or other assistance from the Corporation nor restrict or otherwise diminish any law limiting or eliminating the liabilities of Directors.
- 7.5 Any repeal or modification of this Article 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.

## **ARTICLE EIGHT OFFICERS**

The Corporation shall have and select Officers as provided for in the Corporation's Bylaws.

## **ARTICLE NINE BYLAWS**

The Board of Directors shall have the power to adopt, alter, or amend Bylaws as it deems proper for the management and regulation of the affairs of the Corporation. Such Bylaws may not be inconsistent with the Corporation's Articles of Incorporation, as may be amended from time to time, the Act, or the Code.

## **ARTICLE TEN AMENDMENTS & DISSOLUTION**

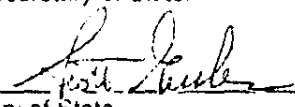
The Board of Directors shall have the power and authority at any time and from time to time to amend these Articles of Incorporation upon the affirmative vote of at least two-thirds of the Directors, except that no amendment shall be made which would change the Corporation's purposes and/or powers under Article 4 which would disqualify the Corporation for federal income tax exemption under Code §501(c)(3).





STATE OF COLORADO  
DEPARTMENT OF STATE

I hereby certify that this is a true copy of  
Document No. 20141606291  
consisting of 7 pages filed by the  
Colorado Secretary of State in the records  
of the Secretary of State.

  
Secretary of State

By Susan Fritz

11-06-2014  
Date