

F12000001287

(Requestor's Name)

(Address)

(Address)

(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



400290928774

10/17/16--01013--026 \*\*35.00

FILED

2016 NOV 14 PM 1:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4/15/17

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Mercy Ministries of America Inc  
Name of Corporation

**DOCUMENT NUMBER:** F12000001287

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jessica Varela

Name of Contact Person

Affinity Fundraising Registration

Firm/Company

4800 Wadsworth Blvd Suite 110

Address

Wheat Ridge CO 80033

City/State and Zip Code

jessica@fundraisingregistration.com

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

For further information concerning this matter, please call:

Jessica Varela

Name of Contact Person

at ( 303 ) 578-9622  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- |  |   |  |   |
|--|---|--|---|
| <input checked="" type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 20, 2016

JESSICA VARELA  
4800 WADSWORTH BLVD., STE 110  
WHEAT RIDGE, CO 80033

SUBJECT: MERCY MINISTRIES OF AMERICA INC.  
Ref. Number: F12000001287

We have received your document for MERCY MINISTRIES OF AMERICA 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):

Please fill in line #2 of your form.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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) 245-6050.

Carol Mustain  
Regulatory Specialist II

Letter Number: 316A00022559

**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)**

F12000001287

(Document Number of Corporation (If known))

1. MERCY MINISTRIES OF AMERICA INC.

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

2. Tennessee

(Incorporated under laws of)

3. 03/23/2012

(Date authorized to conduct affairs in Florida)

FILED  
NOV 14 PM 1:59  
SECRETARY OF STATE  
TENNESSEE

**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? 08/06/2015

**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.

5. Mercy Multiplied America 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.

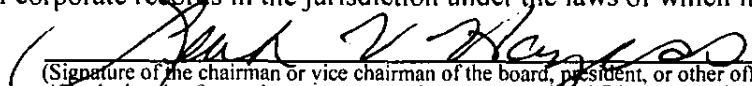
\_\_\_\_\_  
(New jurisdiction)

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

Leah Hayes

(Typed or printed name of the person signing)

Corporate Secretary

(Title of person signing)



**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

**AFFINITY FUNDRAISING REGISTRATION**

January 26, 2016

MARC LEE  
4515 W MONCRIEFF PL  
DENVER, CO 80212

**Request Type: Certificate of Existence/Authorization**  
Request #: 0191275

Issuance Date: 01/26/2016  
Copies Requested: 1

**Document Receipt**

Receipt #: 002404095

Filing Fee: \$20.00

Payment-Credit Card - State Payment Center - CC #: 3661921804

\$20.00

**Regarding: Mercy Multiplied America, Inc.**

Filing Type: Nonprofit Corporation - Domestic

Control #: 671506

Formation/Qualification Date: 11/08/2011

Date Formed: 11/08/2011

Status: Active

Formation Locale: TENNESSEE

Duration Term: Perpetual

Inactive Date:

Business County: DAVIDSON COUNTY

**CERTIFICATE OF EXISTENCE**

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

**Mercy Multiplied America, Inc.**

\* is a Corporation duly incorporated under the law of this State with a date of incorporation and duration as given above;

\* has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;

\* has filed the most recent annual report required with this office;

\* has appointed a registered agent and registered office in this State;

\* has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett  
Secretary of State

Processed By: Cert Web User

Verification #: 015793128



**STATE OF TENNESSEE**  
**Tre Hargett, Secretary of State**  
Division of Business Services  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102

AFFINITY FUNDRAISING REGISTRATION  
ATTN: NANCY OTT  
PO BOX 12129  
DENVER, CO 80212-0129

**Request Type: Certified Copies**  
Request #: 215441

Issuance Date: 09/27/2016  
Copies Requested: 1

**Document Receipt**

Receipt #: 002905225	Filing Fee:	\$20.00
Payment-Check/MO - AFFINITY FUNDRAISING REGISTRATION, DENVER, CO		\$20.00

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that **Mercy Multiplied America, Inc.**, Control # 671506 was formed or qualified to do business in the State of Tennessee on 11/08/2011. Mercy Multiplied America, Inc. has a home jurisdiction of TENNESSEE and is currently in an Active status. The attached documents are true and correct copies and were filed in this office on the date(s) indicated below.

  
Tre Hargett  
Secretary of State

Processed By: Sheila Keeling

The attached document(s) was/were filed in this office on the date(s) indicated below:

<b>Reference #</b>	<b>Date Filed</b>	<b>Filing Description</b>
6955-2821	11/08/2011	Initial Filing
6960-0967	11/18/2011	Merger - Survivor
6987-1788	01/26/2012	2011 Annual Report (Due 04/01/2012)
7120-2385	12/11/2012	Amended and Restated Formation Documents
B0139-4834	08/24/2015	Articles of Amendment
B0133-5249	09/11/2015	Amended and Restated Formation Documents
B0126-9160	09/18/2015	Assumed Name

**SEP 30 2016**

**CHARTER  
OF  
MERCY MINISTRIES OF TENNESSEE, INC.**

Pursuant to T.C.A. §48-51-101 *et. al.*, the Tennessee Nonprofit Corporation Act, the undersigned natural person, having capacity to contract and acting as the Incorporator of Mercy Ministries of Tennessee, Inc. adopts the following Charter pursuant to T.C.A. §48-52-102:

1. The name of the Corporation is Mercy Ministries of Tennessee, Inc.
2. The Corporation's principal office is located at:  
  
15328 Old Hickory Boulevard  
Nashville, Davidson County, TN 37211
3. The Corporation's registered agent and address:  
  
Leah V. Hayes  
15328 Old Hickory Boulevard  
Nashville, Davidson County, TN 37211
4. The Corporation's Incorporator and his address:  
  
Steven D. Pruett  
15328 Old Hickory Boulevard  
Nashville, Davidson County, TN 37211
5. The Corporation is a Christian faith based not for profit, public benefit Corporation.
6. The duration of the Corporation is perpetual.
7. The Corporation shall not have members.

**ARTICLE I  
Management of the Corporation**

The affairs of the Corporation shall be managed by a Board of Directors. The manner of election or appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation. The original members of the Board of Directors and their original terms shall be selected by the Incorporator.

**ARTICLE II  
Nonprofit Corporation**

The Corporation is a Nonprofit Corporation as defined in the Tennessee Nonprofit Corporation Act, as set forth in T.C.A. §48-51-101 *et seq.* This Corporation shall have and be entitled

RECEIVED  
OFFICE OF THE SECRETARY OF STATE  
2011 NOV -8 PM 2:27  
TREASURER OF STATE

6955.2821

to exercise all powers which a Nonprofit Corporation of its nature may have and exercise under the laws of the State of Tennessee, now in effect or hereafter amended, subject to the limitations contained in the Internal Revenue Code to retain its status as an exempt organization.

### **ARTICLE III Corporate Purposes**

This Corporation is a Christian faith-based entity organized exclusively for, and the property owned by the Corporation is irrevocably dedicated to, charitable, religious, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended)(hereinafter collectively referred to as the "Code"). Without limiting the foregoing, the principal purposes for which the Corporation is organized are: to provide direction, help, develop, support and operate either directly or through wholly-owned local subsidiary organizations residential programs in the United States of America for troubled young women to experience God's unconditional love, forgiveness and life transforming power in an organized living environment and by addressing the whole persons furthering such purposes in the United States of America or across the world; to alone or in cooperation with other persons or organizations, do any and all lawful acts and things that may be necessary, useful, suitable or proper for the furtherance, accomplishment, or attainment of any and all of the purposes or powers of the Corporation; and to solicit, collect, receive, accumulate and administer and disburse funds in such a manner as will, in the sole discretion of the Board of Directors, most effectively operate to further the charitable and religious purposes that qualify under Section 501(c)(3) of the Code

### **ARTICLE IV Corporate Limitations**

The powers of the Corporation shall be subject to the following terms, provisions and limitations:

- (a) 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 of 1986 (or the corresponding provision of any future United State 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 State Internal Revenue Law).
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any individual (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 its purposes in accordance with the applicable federal tax law governing Section 501(c)(3) organizations). No part of the activities of the Corporation shall consist of attempts to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

2011-08-08 PM 2:27  
SECRETARY OF STATE  
RECEIVED

6955.2822



**ARTICLE V**  
**Directors' Liability**

The Directors of this Corporation shall be immune from suit arising from the conduct of the affairs of the Corporation. The Directors shall not be personally liable to the Corporation for monetary damages for breach of a fiduciary duty provided, however, that this provision shall not eliminate or limit the liability of a Director for any breach of the Director's duty of loyalty or for acts in good faith or which involve an intentional misconduct or a knowing violation of law or for unlawful distribution pursuant hereunder T.C.A. §48-58-601.

**ARTICLE VI**  
**Dissolution**

In the event of the liquidation, dissolution, or winding up of the Corporation, pursuant to T.C.A. § 48-64-101, *et. seq.*, any and all assets of the Corporation, remaining after the payment of all obligations and liabilities of the Corporation, shall be transferred and/or conveyed to one or more nonprofit corporations or associations having a similar or analogous character or purpose as may be selected by the Corporation's Board of Directors, provided, however, that any transferee must be exempt under section 501(c)(3) of the Code, be operated exclusively for charitable purposes in accordance with California Revenue and Taxation Code Section 214, and be a public charity as described in Section 509(a) of the Code, and such assets shall be used by such transferee for purposes substantially similar to those of the Corporation, or shall be distributed to the Federal, State or local government for a public purposes. Any such assets no so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

**ARTICLE VII**  
**Amendment**

The provisions of this Charter may be amended, altered, or repealed from time to time to the extent and in the manner prescribed by the Act or the Bylaws, and any additional provisions authorized may be added hereto; provided that the provisions of this Charter shall not be changed, modified, repealed or expanded in such a manner as to be inconsistent with a Christian faith-based mission, or to jeopardize the Corporation's federal tax-exempt status under Section 501(c)(3) of the Code (or the provisions of any future United States Internal Revenue law)

DATED this 30<sup>th</sup> day of October, 2011.

By: Steven D. Pruett  
Incorporator, Steven D. Pruett

RECEIVED  
STATE OF TENNESSEE  
2011 NOV - 8 PM 2:27  
TREASURER  
SECRETARY OF STATE

6955 . 2823

RECEIVED  
STATE OF TENNESSEE  
2011 NOV 18 AM 11:12

JAE HANCETT  
SECRETARY OF STATE

**ARTICLES OF MERGER  
OF FOREIGN CORPORATION INTO  
MERCY MINISTRIES OF TENNESSEE INC.**

6960.0967

Pursuant to the provisions of Section 48-61-101 of the Tennessee Nonprofit Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:


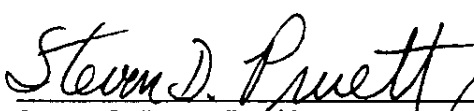
1. The attached Plan of Merger was unanimously approved by the Board of Directors of both Corporations, in the manner prescribed by Section 48-61-103 of the Tennessee Nonprofit Corporation Act. The Corporations have no members.

2. The Plan of Merger was duly adopted at a duly authorized meeting of the Directors of Mercy Ministries of Tennessee, Inc., a Tennessee non-profit corporation, on ~~October~~ <sup>NOVEMBER</sup> 8, 2011.

3. The Plan of Merger was duly adopted at a duly authorized meeting of the Directors of Mercy Ministries of America, Inc., a Louisiana non-profit corporation, duly registered as a foreign corporation in the State of Tennessee, on ~~October~~ <sup>NOVEMBER</sup> 8, 2011.

4. This Merger is to be effective upon filing with the State of Tennessee.

**ATTESTED:**

  
Steven D. Pruett, President Leah V. Hayes, Secretary  
Mercy Ministries of Tennessee Inc. Mercy Ministries of Tennessee Inc.

**ATTESTED:**

  
Steven D. Pruett, President Leah V. Hayes, Secretary  
Mercy Ministries of America Inc. Mercy Ministries of America Inc.

RECEIVED  
STATE OF TENNESSEE

2011 NOV 18 AM 11:12

THE HARGETT  
SECRETARY OF STATE

---

## PLAN OF MERGER

---

This plan of merger is entered into this 8<sup>th</sup> day of November, 2011, by and between Mercy Ministries of Tennessee Inc., a Tennessee Corporation, called the "Surviving Corporation" and Mercy Ministries of America Inc., a Louisiana Corporation, called the "Absorbed Corporation."

### STIPULATIONS

- A. The Surviving Corporation is a nonprofit corporation organized and existing under the laws of the State of Tennessee, with its principal office at 15328 Old Hickory Boulevard, Nashville, Davidson County, Tennessee 37211.
- B. The Absorbed Corporation is a nonprofit corporation organized and existing under the laws of the State of Louisiana, with its principal domicile office at 804 Spell Street, West Monroe, Louisiana, and is qualified to do business as a foreign corporation in the State of Tennessee.
- C. The Surviving Corporation and the Absorbed Corporation have the same Board of Directors and Officers. Both Corporations are faith based not-for-profit, public benefit Corporations, with identical stated purposes.
- D. The Surviving Corporation was formed by the Absorbed Corporation for the sole purpose of transferring domicile of Mercy Ministries of America Inc. to the State of Tennessee.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below the Corporations state as follows:

**Section I. Merger** The Absorbed Corporation shall merge with and into the Surviving Corporation, which shall be the surviving corporation.

**Section II. Terms and Conditions** On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation, if any, shall be impaired by the merger.

**Section III. Amendments to Charter** Following the merger, the Charter of the Surviving Corporation shall be amended so that the name of the Surviving Corporation is Mercy Ministries of America Inc.

6960.0968

RECEIVED  
STATE OF TENNESSEE

2011 NOV 18 AM 11:12

LAURE HARGETT  
SECRETARY OF STATE

6960.0969

**Section IV. Changes in Bylaws.** The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

**Section V. Federal Employer Identification Number** Following the merger, the Surviving Corporation shall notify the Internal Revenue Service of the merger, and the Surviving Corporation shall begin using the Federal Employer Identification Number of the Absorbed Corporation.

**Section VI. Directors and Officers.** The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation, for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

**Section VII. Approval by Directors.** This plan of merger has been approved unanimously by the Board of Directors of the Surviving Corporation and the Absorbed Corporation. The Corporations have no members.

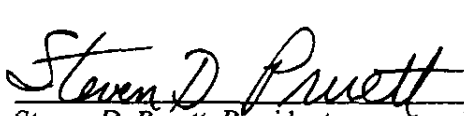
**Section VIII. Effective Date of Merger.** The effective date of this merger shall be the date when Articles of Merger are filed with the Tennessee Secretary of State.

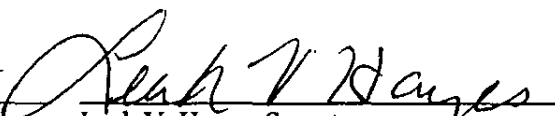
**Section IX. Abandonment of Merger.** This plan of merger may be abandoned by action of the Board of Directors of either the Surviving or the Absorbed Corporation at any time prior to the effective date on merger.

This Agreement is executed on behalf of the parties by their President and attested by their respective Secretaries pursuant to the authorization of their respective Boards of Directors on the date first written above.

**"Surviving Corporation"**

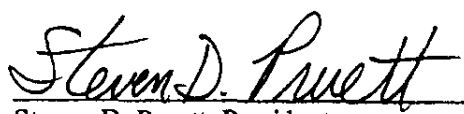
**ATTESTED:**

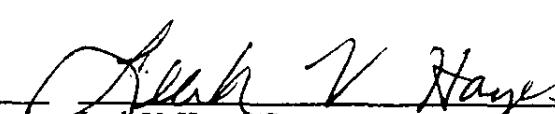
  
Steven D. Pruett, President  
Mercy Ministries of Tennessee Inc.

  
Leah V. Hayes, Secretary  
Mercy Ministries of Tennessee Inc.

**"Absorbed Corporation"**

**ATTESTED:**

  
Steven D. Pruett, President  
Mercy Ministries of America Inc.

  
Leah V. Hayes, Secretary  
Mercy Ministries of America Inc.



# Tennessee Corporation Annual Report Form

File online at: <http://TNBear.TN.gov/AR>

Due on/Before: 04/01/2012

Reporting Year: 2011

Please return completed form to:

Tennessee Secretary of State  
Attn: Annual Reports  
William R. Snodgrass Tower  
312 Rosa L. Parks AVE, 6th FL  
Nashville, TN 37243-1102  
Phone: (615) 741-2286

## Annual Report Filing Fee Due:

\$20 if no changes are made in block 3 to the registered agent/office, or  
\$40 if any changes are made in block 3 to the registered agent/office

SOS Control Number: 671506

Corporation Non-Profit - Domestic

Date Formed: 11/08/2011

Formation Locale: DAVIDSON COUNTY

## Name and Mailing Address:

Mercy Ministries of America Inc.  
15328 OLD HICKORY BLVD  
NASHVILLE, TN 37211

(1) Add or Change Mailing Address:

## Principal Office Address:

15328 OLD HICKORY BLVD  
NASHVILLE, TN 37211

(2) Change Principal Office Address:

## Registered Agent (RA) and Registered Office (RO) Address:

Leah V. Hayes  
15328 OLD HICKORY BLVD  
NASHVILLE, TN 37211-6210

(3) Change RA and/or RO Address (\$20 fee):

Note: The Registered Office address must be a physical Tennessee address (no postal box).

(4) Name and business address (with zip code) of the President, Secretary and other principal officers. Attach additional sheet if necessary.

Title	Name	Business Address	City, State, Zip
President	Steven D. Pruett	8805 Tamiami Trail, North	Naples, FL 34108
Vice Chairman	Alney Alcorn	15328 Old Hickory Blvd.	Nashville, TN 37211
Secretary	Leah V. Hayes	15328 Old Hickory Blvd.	Nashville, TN 37211
Treasurer	Amanda N. Mitchell	15328 Old Hickory Blvd.	Nashville, TN 37211

(5) Board of Directors names and business address (with zip code). Attach additional sheet if necessary. (See attached)

Same as above officers, none, or listed below

Name	Business Address	City, State, Zip

(6) This section applies to non-profit corporations ONLY.

A. Our records reflect that your non-profit corporation is a public benefit or a mutual benefit corporation as indicated.

If blank or incorrect, please check appropriately: ☒ Public ☐ Mutual

B. If a Tennessee religious corporation, please check here if blank: ☐ Religious

(7) Signature:

*Leah V. Hayes*

(8) Date:

1-17-2012

(9) Type/Print Name:

Leah V. Hayes

(10) Title:

Secretary

Instructions: Legibly complete the form above. Enclose a check made payable to the Tennessee Secretary of State. Sign and date this form and return to the address provided above. Additional instructions at [http://tn.gov/sos/bus\\_srv/annual\\_reports.htm](http://tn.gov/sos/bus_srv/annual_reports.htm)

Received by Tennessee Secretary of State Targett, 01/26/2012, 09:45:38, 6987, 17

**RESTATED CHARTER  
OF  
MERCY MINISTRIES OF AMERICA INC.**

Pursuant to T.C.A. §48-51-101 *et. al.*, the Tennessee Nonprofit Corporation Act, the undersigned person, having capacity to act on behalf of Mercy Ministries of America, Inc. adopts the following Restated Charter pursuant to T.C.A. §48-52-102:

1. The name of the Corporation is Mercy Ministries of America Inc.
2. The Corporation's principal office is located at:  
  
15328 Old Hickory Boulevard  
Nashville, Davidson County, TN 37211
3. The Corporation's registered agent and address:  
  
Leah V. Hayes  
15328 Old Hickory Boulevard  
Nashville, Davidson County, TN 37211
4. The Corporation's Incorporator and his address:  
  
Steven D. Pruett  
15328 Old Hickory Boulevard  
Nashville, Davidson County, TN 37211
5. The Corporation is a Christian faith based not for profit, public benefit Corporation.  
*THE CORPORATION IS A RELIGIOUS CORPORATION*
6. The duration of the Corporation is perpetual.
7. The Corporation shall not have members.

**ARTICLE I  
Management of the Corporation**

The affairs of the Corporation shall be managed by a Board of Directors. The manner of election or appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation. The original members of the Board of Directors and their original terms shall be selected by the Incorporator.

**ARTICLE II  
Nonprofit Corporation**

The Corporation is a Nonprofit Corporation as defined in the Tennessee Nonprofit Corporation Act, as set forth in T.C.A. §48-51-101 *et seq.* This Corporation shall have and be

Received by Tennessee Secretary of State The Hargett, 12/11/2012, 13:52:51, 7120.238

entitled to exercise all powers which a Nonprofit Corporation of its nature may have and exercise under the laws of the State of Tennessee, now in effect or hereafter amended, subject to the limitations contained in the Internal Revenue Code to retain its status as an exempt organization.

### **ARTICLE III**

#### **Corporate Purposes**

This Corporation is a Christian faith-based entity organized exclusively for, and the property owned by the Corporation is irrevocably dedicated to, charitable, religious, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended)(hereinafter collectively referred to as the "Code"). Without limiting the foregoing, the principal purposes for which the Corporation is organized are: to provide direction, help, develop, support and operate either directly or through wholly-owned local subsidiary organizations residential programs in the United States of America for troubled young women to experience God's unconditional love, forgiveness and life transforming power in an organized living environment and by addressing the whole persons furthering such purposes in the United States of America or across the world; to alone or in cooperation with other persons or organizations, do any and all lawful acts and things that may be necessary, useful, suitable or proper for the furtherance, accomplishment, or attainment of any and all of the purposes or powers of the Corporation; and to solicit, collect, receive, accumulate and administer and disburse funds in such a manner as will, in the sole discretion of the Board of Directors, most effectively operate to further the charitable and religious purposes that qualify under Section 501(c)(3) of the Code

### **ARTICLE IV**

#### **Corporate Limitations**

The powers of the Corporation shall be subject to the following terms, provisions and limitations:

- (a) 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 of 1986 (or the corresponding provision of any future United State 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 State Internal Revenue Law).
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any individual (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 its purposes in accordance with the applicable federal tax law governing Section 501(c)(3) organizations). No part of the activities of the Corporation shall consist of attempts to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

RECEIVED BY TENNESSEE SECRETARY OF STATE THE HARGETT, 12/11/2012, 1:35:52, 1120.233

**ARTICLE V**  
**Directors' Liability**

The Directors of this Corporation shall be immune from suit arising from the conduct of the affairs of the Corporation. The Directors shall not be personally liable to the Corporation for monetary damages for breach of a fiduciary duty provided, however, that this provision shall not eliminate or limit the liability of a Director for any breach of the Director's duty of loyalty or for acts in good faith or which involve an intentional misconduct or a knowing violation of law or for unlawful distribution pursuant hereunder T.C.A. §48-58-601.

**ARTICLE VI**  
**Dissolution**

In the event of the liquidation, dissolution, or winding up of the Corporation, pursuant to T.C.A. § 48-64-101, *et. seq.*, any and all assets of the Corporation, remaining after the payment of all obligations and liabilities of the Corporation, shall be transferred and/or conveyed to one or more nonprofit corporations or associations having a similar or analogous character or purpose as may be selected by the Corporation's Board of Directors, provided, however, that any transferee must be exempt under section 501(c)(3) of the Code, be operated exclusively for charitable purposes in accordance with California Revenue and Taxation Code Section 214, and be a public charity as described in Section 509(a) of the Code, and such assets shall be used by such transferee for purposes substantially similar to those of the Corporation, or shall be distributed to the Federal, State or local government for a public purposes. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

**ARTICLE VII**  
**Amendment**

The provisions of this Charter may be amended, altered, or repealed from time to time to the extent and in the manner prescribed by the Act or the Bylaws, and any additional provisions authorized may be added hereto; provided that the provisions of this Charter shall not be changed, modified, repealed or expanded in such a manner as to be inconsistent with a Christian faith-based mission, or to jeopardize the Corporation's federal tax-exempt status under Section 501(c)(3) of the Code (or the provisions of any future United States Internal Revenue law)

DATED this 10 day of December, 2012.

By   
Steve Pruett, Chairman  
Mercy Ministries of America, Inc.



---

**CERTIFICATION  
OF MERCY MINISTRIES OF AMERICA INC.  
TO RESTATED CHARTER**

---

Pursuant to T.C.A. §48-60-105 of the Tennessee Nonprofit Corporation Act, the undersigned person, on behalf of the Corporation, hereby certifies under penalty of perjury, the following:

1. The Restated Charter does not contain any amendments to the original Charter.
2. The Restated Charter does not require any member or third party approval, as the Corporation has no members.
3. The Board of Directors duly approved and adopted the Restated Charter.

DATED this 10 day of December, 2012.

By:   
Steve Pruett, Chairman  
Mercy Ministries of America, Inc.

---

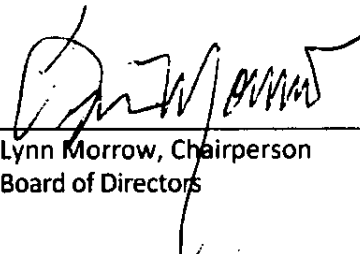
**ARTICLE OF AMENDMENT TO CHARTER  
OF  
MERCY MINISTRIES OF AMERICA INC.**

---

Pursuant to T.C.A. §48-60-105 of the Tennessee Nonprofit Corporation Act, the undersigned Corporation adopts the following Articles of Amend to its Charter:

1. The State Control Number is 000671506
2. The name of the Corporation is: **Mercy Ministries of America Inc.**  
The name of the Corporation is being amended to: **Mercy Multiplied America Inc.**
3. The amendment is to be effective when filed by the Secretary of State.
4. The Corporation is a nonprofit corporation.
5. The Corporation shall have no members.
6. The Amendment was duly adopted by the Board of Directors on July 30, 2015, additional approval for the amendment was not required.

DATED this 6 day of August, 2015.

  
\_\_\_\_\_  
Lynn Morrow, Chairperson  
Board of Directors

---

**RESTATED CHARTER  
OF  
MERCY MULTIPLIED AMERICA, INC.**

---

Pursuant to T.C.A. §48-51-101 *et. al.*, the Tennessee Nonprofit Corporation Act, the undersigned person, having capacity to act on behalf of Mercy Multiplied America, Inc. adopts the following Restated Charter pursuant to T.C.A. §48-52-102:

1. The name of the Corporation is Mercy Multiplied America, Inc.
2. The Corporation's principal office is located at:  
  
15328 Old Hickory Boulevard  
Nashville, Davidson County, TN 37211
3. The Corporation's registered agent and address:  
  
Leah V. Hayes  
15328 Old Hickory Boulevard  
Nashville, Davidson County, TN 37211
4. The Corporation's Incorporator and his address:  
  
Steven D. Pruett  
15328 Old Hickory Boulevard  
Nashville, Davidson County, TN 37211
5. The Corporation is a Christian faith based not for profit, public benefit Corporation.
6. The Corporation is a religious Corporation.
7. The duration of the Corporation is perpetual.
8. The Corporation shall not have members.

**ARTICLE I  
Management of the Corporation**

The affairs of the Corporation shall be managed by a Board of Directors. The manner of election or appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation. The original members of the Board of Directors and their original terms shall be selected by the Incorporator.

**ARTICLE II  
Nonprofit Corporation**

The Corporation is a Nonprofit Corporation as defined in the Tennessee Nonprofit Corporation Act, as set forth in T.C.A. §48-51-101 *et seq.* This Corporation shall have and be entitled to exercise all

powers which a Nonprofit Corporation of its nature may have and exercise under the laws of the State of Tennessee, now in effect or hereafter amended, subject to the limitations contained in the Internal Revenue Code to retain its status as an exempt organization.

### **ARTICLE III**

#### **Corporate Purposes**

This Corporation is a Christian faith-based entity organized exclusively for, and the property owned by the Corporation is irrevocably dedicated to, charitable, religious, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended)(hereinafter collectively referred to as the "Code"). Without limiting the foregoing, the principal purposes for which the Corporation is organized are: to provide direction, help, develop, support and operate either directly or through wholly-owned local subsidiary organizations residential programs in the United States of America for troubled young women to experience God's unconditional love, forgiveness and life transforming power in an organized living environment and by addressing the whole persons furthering such purposes in the United States of America or across the world; to alone or in cooperation with other persons or organizations, do any and all lawful acts and things that may be necessary, useful, suitable or proper for the furtherance, accomplishment, or attainment of any and all of the purposes or powers of the Corporation; and to solicit, collect, receive, accumulate and administer and disburse funds in such a manner as will, in the sole discretion of the Board of Directors, most effectively operate to further the charitable and religious purposes that qualify under Section 501(c)(3) of the Code

### **ARTICLE IV**

#### **Corporate Limitations**

The powers of the Corporation shall be subject to the following terms, provisions and limitations:

- (a) 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 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).
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any individual (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 its purposes in accordance with the applicable federal tax law governing Section 501(c)(3) organizations). No part of the activities of the Corporation shall consist of attempts to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

### **ARTICLE V**

#### **Directors' Liability**

The Directors of this Corporation shall be immune from suit arising from the conduct of the affairs of the Corporation. The Directors shall not be personally liable to the Corporation for monetary damages for breach of a fiduciary duty provided, however, that this provision shall not eliminate or limit the liability of a Director for any breach of the Director's duty of loyalty or for acts in good faith or which involve an

intentional misconduct or a knowing violation of law or for unlawful distribution pursuant hereunder T.C.A. §48-58-601.

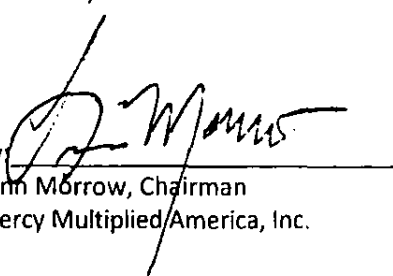
**ARTICLE VI**  
**Dissolution**

In the event of the liquidation, dissolution, or winding up of the Corporation, pursuant to T.C.A. § 48-64-101, *et. seq.*, any and all assets of the Corporation, remaining after the payment of all obligations and liabilities of the Corporation, shall be transferred and/or conveyed to one or more nonprofit corporations or associations having a similar or analogous character or purpose as may be selected by the Corporation's Board of Directors, provided, however, that any transferee must be exempt under section 501(c)(3) of the Code, be operated exclusively for charitable purposes in accordance with California Revenue and Taxation Code Section 214, and be a public charity as described in Section 509(a) of the Code, and such assets shall be used by such transferee for purposes substantially similar to those of the Corporation, or shall be distributed to the Federal, State or local government for a public purposes. Any such assets not so disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

**ARTICLE VII**  
**Amendment**

The provisions of this Charter may be amended, altered, or repealed from time to time to the extent and in the manner prescribed by the Act or the Bylaws, and any additional provisions authorized may be added hereto; provided that the provisions of this Charter shall not be changed, modified, repealed or expanded in such a manner as to be inconsistent with a Christian faith-based mission, or to jeopardize the Corporation's federal tax-exempt status under Section 501(c)(3) of the Code (or the provisions of any future United States Internal Revenue law)

DATED this 31<sup>st</sup> day of August, 2015.

By   
Lynn Morrow, Chairman  
Mercy Multiplied America, Inc.

B0133-5251 09/11/2015 8:45 AM Received by Tennessee Secretary of State Tre Hargett

State of Tennessee



Department of State

Corporate Filings  
312 Rosa L. Parks Ave.6<sup>th</sup> Floor, William R. Snodgrass Tower  
Nashville, TN 37243APPLICATION FOR  
REGISTRATION OF  
ASSUMED CORPORATE  
NAME

For Office Use Only

Pursuant to the provisions of Section 48-14-101(d) of the Tennessee Business Corporation Act or Section 48-54-101(d) of the Tennessee Nonprofit Corporation Act, the undersigned corporation hereby submits this application:

1. The true name of the corporation is Mercy Multiplied America Inc.
2. The state or country of incorporation is Tennessee
3. The corporation intends to transact business in Tennessee under an assumed corporate name.
4. The assumed corporate name the corporation proposes to use is: Mercy Ministries.

[NOTE: The assumed corporate name must meet the requirements of Section 48-14-101 of the Tennessee Business Corporation Act or Section 48-54-101 of the Tennessee Nonprofit Corporation Act.]

SEPTEMBER 17, 2015

Signature Date

MERCY MULTIPLIED AMERICA INC.

Name of Corporation

GENERAL LEGAL COUNSEL

Signer's Capacity

Signature

ROBERT M. PATERAKIS III

Name (typed or printed)