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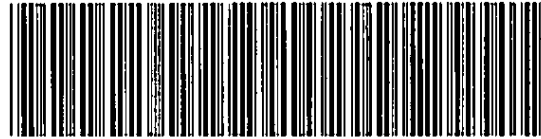
(Business Entity Name)

(Document Number)

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Name Chg

AUG 23 2020

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Orchard Foundation

Name of Corporation

DOCUMENT NUMBER: F99000002303

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Timothy W. Cummings

Name of Contact Person

Orchard Alliance

Firm/Company

8595 Explorer Drive

Address

Colorado Springs, CO 80920

City/State and Zip Code

cummingst@orchardalliance.org

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

For further information concerning this matter, please call:

Timothy W Cummings

at (719) 268-7218

Name of Contact Person

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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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)

F99000002303

(Document Number of Corporation (If known))

1. The Orchard Foundation Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Colorado 3. 05/05/1999
(Incorporated under laws of) (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? 07/01/2020

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. Orchard Alliance 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)

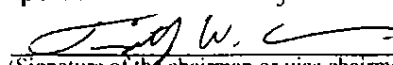
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

(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)

Timothy W Cummings
(Typed or printed name of the person signing)

VP for Legal Services/Assistant Secretary
(Title of person signing)

OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Amended and Restated Articles of Incorporation

with Document # 20201560057 of
Orchard Alliance

Colorado Nonprofit Corporation

(Entity ID # 19981140330)

consisting of 8 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 07/03/2020 that have been posted, and by documents delivered to this office electronically through 07/06/2020@ 14:35:15.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 07/06/2020 @ 14:35:15 in accordance with applicable law. This certificate is assigned Confirmation Number 12448700.



Jena Griswold

Secretary of State of the State of Colorado

*****End of Certificate*****

Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearch/> where to enter the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us>, click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."



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.

Colorado Secretary of State
Date and Time: 06/26/2020 10:20 AM
ID Number: 19981140330

Document number: 20201560057
Amount Paid: \$25.00

ABOVE SPACE FOR OFFICE USE ONLY

Amended and Restated Articles of Incorporation

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.)

1. For the entity, its ID number and entity name are

ID number 19981140330
(Colorado Secretary of State ID number)

Entity name THE ORCHARD FOUNDATION

2. The new entity name (if applicable) is Orchard Alliance

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

4. 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.)

5. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are 07/01/2020 12:01 AM
(mm dd yyyy hour, minute am pm)

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 such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such 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 identified in this document as one who has caused it to be delivered.

6. The true name and mailing address of the individual causing the document to be delivered for filing are

Cummings	Timothy	W.	
(Last)	(First)	(Middle)	(Suffix)
(Street name and number or Post Office Box information)			
8595 Explorer Drive			
Colorado Springs	CO	80920	
(City)	(State)	(Postal Zip Code)	
	United States		
(Province if applicable)	(Country if not US)		

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

☐ This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet 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/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ORCHARD ALLIANCE

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act, the undersigned corporation hereby amends and restates its Articles of Incorporation as follows:

FIRST: Name. The name of the corporation is Orchard Alliance.

SECOND: Duration. The corporation shall have perpetual existence.

THIRD:

 (a) Purposes. The corporation is organized and shall be operated exclusively for religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation shall serve as a supporting organization (as defined in section 509(a)(3) of the Internal Revenue Code) for (i) The Christian and Missionary Alliance (a Colorado nonprofit corporation that is tax-exempt pursuant to section 501(c)(3) of the Internal Revenue Code and recognized as not being a private foundation pursuant to section 509(a)(1) of the Internal Revenue Code), (ii) churches, districts and related ministries of The Christian and Missionary Alliance, all of which are closely related in purpose or function to The Christian and Missionary Alliance, and (iii) other publicly supported organizations described in sections 509(a)(1) or 509(a)(2) of the Code which are closely related in purpose or function to The Christian and Missionary Alliance (the organizations referenced above in (i), (ii) and (iii) shall collectively be referred to herein as the "Supported Organizations"). As a supporting organization, the corporation shall at all times be organized and operated solely for the benefit of and to perform certain functions for the Supported Organizations. Subject to the foregoing, the specific purposes and objectives of the corporation shall include but not be limited to the following:

 (1) Assisting the Supported Organizations in their worldwide Christian ministry efforts, including the proclamation of the truth of God's Word, emphasizing the Lordship of Jesus Christ and the person and work of the Holy Spirit, and looking for the coming of the Lord.

 (2) Establishing a continuous program devoted to raising funds from the general public for use in sustaining the activities of the Supported Organizations.

 (3) Holding, managing, serving as trustee for, investing and otherwise administering funds used to sustain and support the programs and activities of the Supported Organizations for those Supported Organizations that choose to use this corporation's services in such capacities.

(4) Advising and assisting the Supported Organizations in the area of fund raising and in the holding, managing, investing and administering of funds.

(5) Serving, supporting and assisting Supported Organizations by offering counsel and assistance to donors and constituents of the Supported Organization in their charitable giving.

(6) Receiving from individual and other constituencies of the Supported Organizations real and personal property of every kind and type, either within or without the State of Colorado, by gift, devise, bequest, trust or otherwise, and to hold same pursuant to the purposes hereinabove and hereinafter set forth.

(7) Assisting the Support Organizations in establishing and nurturing churches related in fellowship with The Christian and Missionary Alliance around the world, dedicated to evangelism and missions.

(8) Raising funds, through borrowing from individuals, congregations, and financial institutions and the offering of debt securities, and using the proceeds from such activities to provide funds to the Supported Organizations for use in acquiring, constructing or remodeling churches or parsonages, or in other church-related and ministry-related projects.

(9) Otherwise assisting in the financing and acquisition of real property and the construction of improvements thereon to further the ministry, witness, outreach and service of the Supported Organizations.

(10) Borrowing or raising monies for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment thereof, and the interest thereof, by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

(b) Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in section (c) of this article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws 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.

(c) Restrictions On Powers.

(1) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, 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), and no member which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, and 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.

(2) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the corporation is an organization to which section 501(h) of the Internal Revenue Code applies and the corporation has effectively elected to have such section apply, the corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The corporation 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.

(3) The property owned by this corporation is irrevocably dedicated to Christian religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Upon dissolution of the corporation, all the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to The Christian and Missionary Alliance, a Colorado nonprofit corporation, provided that The Christian and Missionary Alliance is at that time an exempt organization described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. If The Christian and Missionary Alliance is not at that time an exempt organization described in Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or is no longer in existence, all of the corporation's assets remaining after payment of or provision for all of its liabilities shall be paid or transferred to one or more exempt religious organizations that are described in Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, and each of which is organized and operated exclusively for Christian religious purposes. The organizations to receive such property shall be designated by the Board of Directors.

(4) Notwithstanding any other provision of these articles of incorporation, 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 section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, during any period of time in which the corporation is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

(i) The corporation shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;

(ii) The corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;

(iii) The corporation shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;

(iv) The corporation shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and

(v) The corporation shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.

(5) All references in these articles of incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

FOURTH: Member. The corporation shall have only one voting member, which shall be The Christian and Missionary Alliance, a Colorado nonprofit corporation (or the successor organization thereto); provided, however, that if The Christian and Missionary Alliance shall hereafter fail to qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code and thereby loses its exemption from federal income tax, then The Christian and Missionary Alliance shall cease to be a voting member, and those individuals who serve as directors shall act as voting members until such time as The Christian and Missionary Alliance might regain its federal income tax exemption. The corporation shall have no capital stock.

FIFTH:

(a) Board of Directors. The management of the affairs of the corporation shall be vested in a board of directors, except as otherwise provided in the Colorado Revised Nonprofit Corporation Act ("Act"), these articles of incorporation or the bylaws of the corporation. The number of directors, their classifications, if any, 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.

(b) Liability of Directors. No director shall be personally liable to the corporation or to its member for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the corporation or to its member for monetary damages for the following: (1) any breach

of such director's duty of loyalty to the corporation or to its member, (2) any of such director's acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) acts specified in C.R.S. Section 7-128-501(2), as it now exists or hereafter may be amended (regarding a director's assent to or participation in the making of any loan by the corporation to any director or officer of the corporation), (4) acts specified in C.R.S. 7-128-403, as it now exists or hereafter may be amended (regarding a director's assent to or participation in unlawful distributions), or (5) any transaction from which such director directly or indirectly derived an improper personal benefit. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Act. Any repeal or modification of this Article FIFTH (b) 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.

SIXTH: Bylaws. Except to the extent limited by the Act or the bylaws then in effect, the Board of Directors shall have power to amend the bylaws or repeal the bylaws and adopt new bylaws, subject to repeal or change by action of the member. The bylaws of the corporation may contain any provision for the regulation or management of the affairs of the corporation that are not inconsistent with law or these articles of incorporation, as these articles may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these articles, shall have the effect of giving any member which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, or any director or officer of the corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or as an incident to its dissolution.

SEVENTH: Amendment to Articles of Incorporation. The Board of Directors may adopt, without member approval, one or more amendments to the articles of incorporation to: (a) delete the names and addresses of the initial directors; (b) delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the secretary of state; (c) change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or an abbreviation of any such word for a similar word or abbreviation in the name, or by adding, deleting, or changing a geographical attribution; or (d) make any other change expressly permitted by the Act to be made without member action. Other than those amendments listed above, only the member may amend these articles of incorporation. The Board of Directors or the member may propose an amendment to the articles of incorporation for submission to the member. The Board of Directors shall recommend the amendment to the member unless the amendment is proposed by the member or unless the Board of Directors determines that, because of conflict of interest or other special circumstances, it should make no recommendation and communicates the basis for its determination to the member with the amendment. Unless otherwise required by the Act or the bylaws, or unless the Board of Directors or member proposing the amendment requires a greater vote, the member shall approve or reject the amendment in accordance with the requirements for action by the member as set forth in the bylaws. The Board of Directors or the member, whichever may be proposing the amendment,

may condition the effectiveness of the amendment on any basis. The corporation shall give notice, in accordance with the bylaws, to the member of the meeting at which the amendment will be voted upon. The notice of the meeting shall state that the purpose, or one of the purposes, of the meeting is to consider the amendment, and the notice shall contain or be accompanied by a copy or a summary of the amendment.

(Remainder Intentionally Left Blank)