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01 MAY 22 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ORDER NO. : 159592-005  
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CUSTOMER: Dee Fritzie, Secretary  
Shell Fleming Davis & Menge  
Ninth Floor, Seville Tower  
226 Palafox Place  
Pensacola, FL 32501

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DEPT. OF STATE  
DIVISION OF CORPORATIONS

2001 MAY 22 11 4: 44

TO BE FILED WITH  
SUFFICIENCY OF FILING

DOMESTIC AMENDMENT FILING

NAME: MISSION EVANGELISM OF  
NORTHWEST FLORIDA, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

G. COULLETTE MAY 22 2001

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER'S INITIALS:

**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MISSION EVANGELISM OF NORTHWEST FLORIDA, INC.  
A FLORIDA CORPORATION NOT FOR PROFIT**

01 MAY 22 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida corporation not-for-profit, for the purpose of amending and restating its articles of incorporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following First Amended and Restated Articles of Incorporation and hereby amend the original Articles of Incorporation of Mission Evangelism of Northwest Florida, Inc. to read as follows:

**ARTICLE 1. Name And Initial Principal Office.** The name of the Corporation and its initial principal office are:

**Mission Evangelism of Northwest Florida, Inc.  
5317 Windham Road  
Milton, Florida 32570**

**ARTICLE 2. Not For Profit.** The Corporation is a corporation not for profit as defined in Section 617.01401, Florida Statutes. The Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.) The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**ARTICLE 3. Duration.** The duration of the Corporation is perpetual.

**ARTICLE 4. Purposes.** The Corporation is organized, and shall be operated exclusively for, the following purposes:

- A. Nonprofit missionary work.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest,

manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or other-wise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE 5. Limitation.** 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 shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, 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.

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 or organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation or organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

**ARTICLE 6. Members.** The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
David E. Shofner	5317 Windham Road Milton, Florida 32570
Myra S. Shofner	5317 Windham Road Milton, Florida 32570

**ARTICLE 7. Initial Registered Office and Agent.** The street address of the initial Registered Office of the Corporation is 5317 Windham Road, Milton, Florida 32570,

and the name of its initial Registered Agent at that address is David E. Shofner.

**ARTICLE 8. Initial Board of Directors.** The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is five (5). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than five (5). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
David E. Shofner	5317 Windham Road Milton, Florida 32570
Myra S. Shofner	5317 Windham Road Milton, Florida 32570
Jerry H. Smith	105 Kingston Drive Slidell, LA 70458
Recho Bell	621 S. Sellers Drive Milton, FL 32570
Joseph Brooks	4054 Sandy Bluff Drive Gulf Breeze, Florida 32561

**ARTICLE 9. Officers.** The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (any may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	David E. Shofner	5317 Windham Road Milton, Florida 32570
Vice-President	Myra S. Shofner	5317 Windham Road Milton, Florida 32570

Secretary	Myra S. Shofner	5317 Windham Road Milton, Florida 32570
Treasurer	Myra S. Shofner	5317 Windham Road Milton, Florida 32570

**ARTICLE 10. Incorporators.** The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
David E. Shofner	5317 Windham Road Milton, Florida 32570
Myra S. Shofner	5317 Windham Road Milton, Florida 32570

**ARTICLE 11. Indemnification.** The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

**ARTICLE 12. Bylaws.** The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 607.081, Florida Statutes (1987), as amended from time to time, shall govern the Bylaws.

**ARTICLE 13. Amendment.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

**ARTICLE 14. Non-stock Basis.** The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

**ARTICLE 15. Dissolution.** Upon dissolution of this Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal

government, or to a state or local government for a public purpose.

**ARTICLE 16. Authorization.** This Amendment was adopted and approved by those Members of the Corporation who were entitled to vote on it, and the number of votes cast for the amendment was sufficient for approval. The Amendment was adopted by the Board of Directors.

**IN WITNESS WHEREOF**, the undersigned have signed and adopted these First Amended Articles of Incorporation on this 18<sup>th</sup> day of May, 2001.

David E. Shofner  
DAVID E. SHOFNER *Pres. Dir.*  
Myra S. Shofner  
MYRA S. SHOFNER

**STATE OF FLORIDA**

**COUNTY OF ESCAMBIA**

BEFORE ME personally appeared David E. Shofner and Myra S. Shofner, ( ) to me well known to be, or (X) who presented identification that they are, the persons described in and who executed the forgoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18<sup>th</sup> day of May, 2001.

Paul W. Groom II  
Notary Public- State of Florida  
Printed Name: Paul W. Groom II  
My commission expires: \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

**THE UNDERSIGNED HEREBY** accepts the appointment as Registered Agent of Mission Evangelism of Northwest Florida, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 18<sup>th</sup> day of May, 2001.

  
\_\_\_\_\_  
David E. Shofner, Registered Agent

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**CERTIFICATE OF APPROVAL**  
**OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**  
**MISSION EVANGELISM OF NORTHWEST FLORIDA, INC.**

Pursuant to Section 607.1007, Florida Statutes, the Board of Directors of Mission Evangelism of Northwest Florida, Inc. (the "Corporation"), hereby certifies as follows:

I. The First Amended and Restated Articles of Incorporation of the Corporation contain an amendment requiring member approval. The members of the Corporation have approved the proposed amendment and the Board of Directors of the Corporation have approved the proposed amendment.

II. The name of the Corporation is Mission Evangelism of Northwest Florida, Inc. The text of the each amendment adopted is as follows:

The introductory paragraph was amended to read:

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida corporation not-for-profit, for the purpose of amending and restating its articles of incorporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following First Amended and Restated Articles of Incorporation and hereby amend the original Articles of Incorporation of Mission Evangelism of Northwest Florida, Inc. to read as follows:

Article 2 was amended to read:



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The Corporation is a corporation not for profit as defined in Section 617.01401, Florida Statutes. The Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.) The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

Article 5 was amended to read:

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 shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. 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) any political campaign on behalf of or in opposition to 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 (a) by a corporation or organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation or organization, contributions to which are deductible under Section

170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

Article 8 was amended to read:

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is five (5). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than five (5). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
David E. Shofner	5317 Windham Road Milton, Florida 32570
Myra S. Shofner	5317 Windham Road Milton, Florida 32570
Jerry H. Smith	105 Kingston Drive Slidell, LA 70458
Recho Bell	621 S. Sellers Drive Milton, FL 32570
Joseph Brooks	4054 Sandy Bluff Drive Gulf Breeze, Florida 32561

Article 15 was added and amended to read:

**ARTICLE 15. Dissolution.** Upon dissolution of this Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or

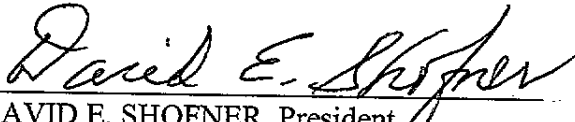
corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

Article 16 was added and amended to read:

**ARTICLE 16. Authorization.** This Amendment was adopted and approved by those Members of the Corporation who were entitled to vote on it, and the number of votes cast for the amendment was sufficient for approval. The Amendment was adopted by the Board of Directors.

III. The date of the adoption of the amendment by the members and the Board of Directors was May 18<sup>th</sup>, 2001.

Executed on this 18<sup>th</sup> day of May, 2001.

  
\_\_\_\_\_  
DAVID E. SHOFNER, President

Attest:

  
\_\_\_\_\_  
MYRA S. SHOFNER, Secretary

**MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS**

**OF**

**MISSION EVANGELISM OF NORTHWEST FLORIDA, INC.**

The Board of Directors of **MISSION EVANGELISM OF NORTHWEST FLORIDA, INC.**, a Florida corporation, met in special session on the 18<sup>th</sup> day of May, 2001. A quorum was present, and the meeting was duly noticed.


The President announced that the Internal Revenue Service has requested a certain amendments to the Articles of Incorporation of the Corporation. and that the Corporation's counsel has presented a proposed First Amended and Restated Articles of Incorporation of Mission Evangelism of Northwest Florida, Inc., to the Corporation for the purposes of complying with said request, and upon motion duly made and seconded, the following resolution was adopted:

"Be it resolved by the Board of Directors of **MISSION EVANGELISM OF NORTHWEST FLORIDA, INC.**, a Florida corporation, that the Corporation submit the proposed First Amended and Restated Articles of Incorporation of Mission Evangelism of Northwest Florida, Inc. to the Voting Members of the Corporation for approval, and it is further resolved by the Board of Directors of **MISSION EVANGELISM OF NORTHWEST FLORIDA, INC.**, a Florida corporation, that the proposed First Amended and Restated Articles of Incorporation of Mission Evangelism of Northwest Florida, Inc. are hereby approved and adopted by the Board of Directors, contingent upon the approval of the Voting Members.

Upon the approval of the Voting Members, the President of the Corporation is authorized to execute on behalf of this Corporation each and every document which he deems necessary or desirable to make the First Amended and Restated Articles of Incorporation of Mission Evangelism of Northwest Florida, Inc. effective, including a Certificate of Approval."

There being no further business, the meeting was adjourned.

Respectfully submitted,

  
Secretary