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Account Number : 110432003053
Phone : (561)694-8107
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
FELLOWSHIP OF ORLANDO, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FELLOWSHIP OF ORLANDO, INC.
Document Number N00000008249**

Pursuant to the provisions of section 617.1006, Florida Statutes, Fellowship of Orlando, Inc. adopts the following amendment(s) to its Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the Corporation is ReThink Life Church, Inc.

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Florida Not For Profit Corporation Act (the "Act") and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code").

**ARTICLE 3
DURATION**

The corporation shall continue in perpetuity.

**ARTICLE 4
PURPOSES AND LIMITATIONS**

4.01 Purposes. The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. More particularly, the purposes of this Corporation are:

- (a) To spread the Gospel of Jesus Christ and the worship of God as well as the practice the Christian virtues inculcated in the Holy Scriptures by any and all means possible, as determined by the Corporation's Ministry Leadership Team, as hereinafter defined.
- (b) To license and ordain and to employ and equip licensed and ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds

for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.

(c) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

(d) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

4.02 Limitations. In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal

tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

(d) Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the board of directors of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

ARTICLE 5 POWERS

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

- (a) Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (b) Serve a private interest other than one that is clearly incidental to an overriding public interest.

(c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.

(d) Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

(e) Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.

(f) Distribute its assets on dissolution other than for one or more exempt purposes; on dissolution, the Corporation's assets shall be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.

(g) Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

(h) Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

ARTICLE 7 MEMBERSHIP

The Corporation shall have one class of membership. The members shall only have the rights and duties as set forth in the Corporation's bylaws.

ARTICLE 8 PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be 5140 S. Conway Road, Orlando, Florida 32812.

ARTICLE 9 REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 5140 S. Conway Road, Orlando, Florida 32812. The name of the registered agent at this office is Rodney Gage.

New Registered Agent's Signature, if changing Registered Agent: I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Rodney Gage

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ARTICLE 10 BOARD OF DIRECTORS

Plenary power to manage and govern the affairs of the Corporation is vested in the board of directors (the "Board of Directors") of the Corporation. The qualifications, manner of selection, duties, terms and other matters relating to the Board of Directors shall be provided in the bylaws. The Board of Directors shall consist of a minimum of three (3) individuals. The number of directors may be increased pursuant to the bylaws. Directors shall be natural persons and need not be residents of Florida. The current Board of Directors consists of the following individuals at the following addresses:

Name of Director	Street Address
Rodney Gage	5140 S. Conway Road Orlando, Florida 32812
Michelle Gage	5140 S. Conway Road Orlando, Florida 32812
Julie Noble	2572 W. State Road 426, Suite 3016 Oviedo, Florida 32765
Bil Cornelius	7451 Bay Area Drive Corpus Christi, Texas 78415
Shannon O'Dell	7751 Hwy 7 N Harrison, Arkansas 72601
Hal Collins	1111 Montcalm Street Orlando, Florida 32806
Scott Thomas	6780 N. Socrum Loop Road Lakeland, Florida 33809

ARTICLE 11 LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 12 INDEMNIFICATION

The Corporation may indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a

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director or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation

ARTICLE 13 CONSTRUCTION

All references in these Amended and Restated Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.


ARTICLE 14 ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of directors whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the directors is not effective to take the intended action unless consents, signed by the required number of people, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

These articles shall be effective upon filing with the Secretary of State.

These articles were adopted by the affirmative vote of the Board of Directors on the 5th day of January 2016.



Pastor Rodney Gage, President