

NO 1000006438

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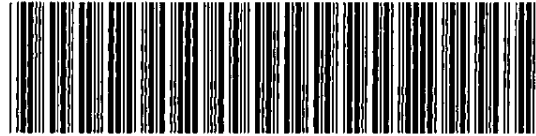
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TALLAHASSEE, FLORIDA

AMENDED RESTATED
ARTICLES
JRG
4/23

Prayer Ministries Inc.
3007 41st Ave SE
Ruskin Fl 33570

April 13, 2008

Florida Department of State
Division of Corporations
Attn: Karen Gibson
Document Specialist Supervisor.
P.O. BOX 6327
Tallahassee, Fl 32314

Ref. Number: N01000006438
Re. Letter Number 608A00020284

Please find enclosed the Amended and Restated articles of Incorporation for Prayer Ministries Inc. I am also enclosing a check in the amount of \$35.00.

It is my goal to ensure that these documents are filed correctly. There has been some confusion as to how I am supposed to handle the filing of these documents so if there is any errors or changes that need to be made your help is greatly appreciated. Please feel free to contact me if you have any questions and I will be happy to resolve any issues.

Thank you so much in advance for your help regarding this matter.

Sincerely,
Teresa Buzbee

Phone: 813-641-0136
Fax: 813-514-4834
Email: terri@prayerministriesinc.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 8, 2008

PRAYER MINISTRIES
TERRI BUZBEE
3007 41ST AVENUE SE
RUSKIN, FL 33570

SUBJECT: PRAYER MINISTRIES, INC.
Ref. Number: N01000006438

We have received your document for PRAYER MINISTRIES, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$35.00.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 608A00020284

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Amended and Restated
Articles of Incorporation for Prayer Ministries Inc.

The following is the Amended and Restated Articles of Incorporation for Prayer Ministries Inc. These changes took place on March 31, 2008. These changes were agreed upon by all members of the board as to meet the two thirds vote for change, three of the three members unanimously agreed that this amendment and restatement was necessary. These changes herein are in total agreement as stated in the Prayer Ministries By Laws.

The undersigned incorporator(s), a natural person 18 years of age or older, in order to form a corporate entity adopts the following articles of incorporation.

ARTICLE I NAME/REGISTERED OFFICE

The name of this corporation shall be PRAYER MINISTRIES INC.,
located at 3007 41ST Ave. S.E. Ruskin Fl 33570.

ARTICLE II PURPOSE

This corporation is organized exclusively for charitable, religious, educational, And scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations That qualifies as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation.

1. No part of the net earnings of the organization shall inure to the benefit Of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum

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before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE IV DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V MEMBERSHIP/BOARD OF DIRECTORS

The corporation shall have one or more classes of members, as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. Members are nominated solely by the Board of Directors and will have a seat on the board when a two thirds vote is reached.

The number of Directors constituting the Board of Directors is 3, their names and addresses being as follows:

*President/ Incorporator is Teresa Buzbee
3007 41st AVE. S.E.
Ruskin, Fl 33570*

*Vice President is June Council
2703 24th St. S.E.
Ruskin, FL 33570*

*Secretary / Treasurer is Roberta Benefield
20125 Keene Rd.
Lithia, Fl 33547*

Members of the first Board of Directors shall serve until said resignation, or officers elect otherwise, as provided in the bylaws.

Any by laws or articles that need to be amended or restated will have a minimum of two-thirds majority vote by the Board of Directors. Proposed amendments must be submitted to the board of directors and as a final motion said documents will be signed by and submitted to the State for review and final recording by the Incorporator.

ARTICLE VI PERSONAL LIABILITY

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VII DISSOLUTION

Upon the dissolution of the organization, assets of the corporation shall be distributed For one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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. At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In non case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, as the court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VIII INCORPORATOR(S)

The incorporator of this corporation is:

Teresa J Buzbee

The undersigned incorporator declares that she execute(s) these articles for the purposes herein stated. Under penalties of perjury I declare that I have examined this information Including accompanying documents and to the best of my knowledge and belief the information contains all the relevant facts relating to the request for the information and such facts are true, correct and complete.

Teresa J. Buzbee
Teresa J Buzbee

04-14-08

Date

The officers have approved this document and its changes; their signature represents their total agreement herein.

Teresa J. Buzbee
President Teresa J Buzbee

04-14-08

Date

June Council
Vice President June Council

May 14, 2008
Date

Roberta Benefield
Secretary / Treasurer Roberta Benefield

4-14-2008

Date