

N01000008866

GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 600
301 SOUTH BRONOUGH STREET
POST OFFICE BOX 11189
TALLAHASSEE, FL 32302-3189

TELEPHONE 850-222-7717
FAX 850-222-3494
WEBSITE: www.ghrlaw.com

E-MAIL ADDRESS

January 21, 2002

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

RECEIVED
02 JAN 22 AM 9:05
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Enclosed for filing, please find **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of \$43.75 for the applicable filing fees and fees to obtain a **CERTIFIED COPY** of the **ARTICLES OF AMENDMENT** for the following entity:

BLUESKY MINISTRIES, INC.
Document Number: N01000008866

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*****43.75 *****43.75

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Jill May
Jill W. May, Paralegal

/jwm
Enclosures

FILED
2002 JAN 22 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Coulliette JAN 22 2002





FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 22, 2002

GRAY, HARRIS & ROBINSON
ATTN: JILL
TALLAHASSEE, FL

SUBJECT: BLUESKY MINISTRIES, INC.
Ref. Number: N01000008866

We have received your document for BLUESKY MINISTRIES, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 702A00002944

RECEIVED
02 JAN 22 AM 11:51
DIVISION OF CORPORATION

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2002 JAN 22 PM 2:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BLUESKY MINISTRIES, INC.**

THE UNDERSIGNED, Michael E. Tremain, President of BLUESKY MINISTRIES, INC., a Florida not-for-profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is BLUESKY MINISTRIES, INC.

ARTICLE SECOND: The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the Board of Directors of the Corporation by Unanimous Written Consent executed on January 18, 2002, in accordance with Section 617.0821 of the Florida Not-for-Profit Corporation Act. A vote of the Members of this Corporation was not required to adopt these Amended and Restated Articles of Incorporation.

ARTICLE THIRD: The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

ARTICLE FOURTH: The Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

ARTICLES OF INCORPORATION

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE 1. - NAME

The name of the corporation shall be BLUESKY MINISTRIES, INC.

ARTICLE 2. - PURPOSES

The purposes for which the corporation is organized are:

In particular, to minister the gospel of Jesus Christ to the public through various concepts leveraging the Internet.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE II - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE III - MEMBERS

Members of the corporation shall consist of:

- (a) Individuals serving as Directors of the corporation; such members shall be voting members of the corporation.
- (b) To become a voting member of the corporation, an individual shall be elected by a majority vote of the Board of Directors to be a voting member of the corporation.

When an individual ceases to be a member of the Board of Directors he shall cease to be a voting member of the corporation until such time as he again becomes a director or until such time as a majority of the Board of Directors vote to make the individual a voting member of the corporation.

~~---(c)---~~ In addition to voting members of the corporation, the corporation may have advisory members who shall be nonvoting members of the corporation. All members of the Advisory Board of the corporation shall be advisory members, and shall be elected by a majority vote of the voting members of the corporation. Such nonvoting members of the corporation may be removed as provided in the By-laws.

ARTICLE IV - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held on the 31st day of December, of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the members of this corporation in attendance at the annual meeting of the membership of this corporation.

The officers of the corporation shall consist of a President, Vice President, Secretary/Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms.

In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VI - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

| <u>Name</u> | <u>Office</u> |
|----------------------|-------------------------------|
| Michael E. Tremain | President/Secretary/Treasurer |
| William D. Owens, IV | Executive Director |

ARTICLE VII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be five (5), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------------------|--|
| Michael E. Tremain, Chairman | 1101 Park Lake Street Orlando, Florida 32803 |
| W. Davies Owens | 61 Lake Forrest Lane Atlanta, GA 30342 |
| Dr. Bob Shetler | 106 East Church Street Orlando, Florida 32801 |
| Rev. Don Barber | 3434 Roswell Rd., NW Atlanta, GA 30305 |
| Kevin McCarthy | P.O. Box 1568 Winter Park, Florida 32790-1568 |

ARTICLE VIII - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the annual meeting of the Members or at a duly called meeting of the Members in accordance with the By-Laws.

ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1101 Park Lake Street
Orlando, Florida 32803

The name of the initial registered agent of this corporation shall be:

Michael E. Tremain

ARTICLE XII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

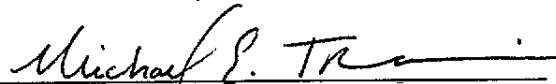
The principal office and/or mailing address of this corporation shall be: 1101 Park Lake Street, Orlando, Florida 32803.

ARTICLE XIII - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

Michael E. Tremain
1101 Park Lake Street
Orlando, Florida 32803

IN WITNESS WHEREOF, the undersigned President of the Corporation has hereunto set his hand this 18th day January, 2002.


Michael E. Tremain