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May 24, 2002

Department of State  
Division of Corporations  
Corporate Filings  
PO Box 6327  
Tallahassee, FL 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 MAY 28 PM 2:52

RE: Restated Articles of Incorporation for Sacred Hands Studio, Inc.

100005620811--8  
-05/28/02--01033--015  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Sir:

Please find enclosed an original and a conformed copy of restated articles of incorporation for the above-referenced corporation, along with a check for the fee of \$43.75 (\$35 filing fee plus \$8.75 for one certified copy).

Please file the original restated articles, and then file-stamp the conformed copy and return the certified copy back to me in the enclosed self-addressed envelope.

Thank you.

Sincerely,

*Timothy W. Townsend*  
Timothy W. Townsend  
Attorney for Sacred Hands Studio, Inc.

*Timothy W. Townsend*

AUTHORIZATION BY PHONE TO

CHANGE IT City in address from

DATE 05/30/02

BY DCONNELL

Enclosures

*Restated Articles*  
*05/30/02*  
*DC*

**RESTATED ARTICLES OF INCORPORATION OF**

**SACRED HANDS STUDIO, INC.**

**A NONPROFIT CORPORATION**

These Restated Articles of Incorporation of Sacred Hands Studio, Inc., which require the majority vote of the six (6) current directors in order to be adopted by the corporation, and which do not require any vote of members (there are no members) are duly approved, adopted, and authorized by unanimous written consent of the six current directors on and as of the date May 10, 2002, and amend and supersede the original Articles of Incorporation, which have never been heretofore amended; and purport to impose restrictions on the corporation required for tax-exempt corporations under Section 501(c)(3) of the Internal Revenue Code (in compliance with which restrictions the corporation always has been organized and operated in fact), make the corporation a nonmembership corporation, and make the other amendments the text whereof is contained herein, all pursuant to Section 617.1007 of the Florida Statutes as amended.

**ARTICLE I. NAME**

The name of the corporation is:

Sacred Hands Studio, Inc.

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DIVISION OF CORPORATIONS  
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## **ARTICLE II. ADDRESSES**

The address of the initial principal office 71 Tranquility Lane, Destin, Florida, 32541; and the mailing address of the corporation is 71 Tranquility Lane, Destin, Florida, 32541.

## **ARTICLE III. PURPOSES**

The corporation is organized exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including but not limited to conveying scriptural truths through the visual arts, and distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). Subject to the foregoing, the corporation has all powers authorized for corporations not-for-profit, and not prohibited to corporations not-for-profit, under the Florida Not For Profit Corporation Act.

## **ARTICLE IV. DIRECTORS**

Section 1.     Number. The Board of Directors must consist of not fewer than one (1) member, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

Section 2.    Powers.    The Board of Directors governs the corporation, and has all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers include, but are not limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Georgia, or the laws of the United States.

Section 3.    Term.    The term of each member of the Board of Directors is as established in the Bylaws.

Section 4.    Election.    Directors are elected by the remaining Directors by a majority vote, upon the expiration of a Director's term or a vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Directors is unable to select a successor Director(s), such successor(s) may be appointed by the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located.

Section 5.    Amendment.    The Board of Directors has the power to amend these Articles of Incorporation, by a majority vote of the Directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States.

## ARTICLE V. POWERS

Section 1. General. The corporation has all the rights and powers customary and proper for tax exempt nonprofit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes as amended.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation may not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Charitable Trusteeship Etc. The corporation is empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

## ARTICLE VI. LIMITATIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation may inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. The corporation may not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation may be the carrying on of propaganda, or otherwise attempting to influence

legislation, provided that the corporation may make the election provided in Section 501(h) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) and thereafter may engage in such activities to the extent an organization is permitted to do so under that section without being denied its exemption from taxation under Section 501(a) of the Internal Revenue Code.

Section 3.    No Political Campaigning.    The corporation may 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.

Section 4.    Irrevocable Dedication.    The income and assets of the corporation are irrevocably dedicated to its exclusive purposes.

## **ARTICLE VII. NO MEMBERS**

Section 1.    No Members.    The corporation will not have members.

## **ARTICLE VIII. REGISTERED AGENT AND OFFICE**

Section 1.    Registered Agent and Office.    The street address of the initial registered office of the corporation is 36468 Emerald Coast Parkway, Suite 2101, Destin, Florida 32541, and the initial registered agent at such address is Dawn E. Larsh, who provided a written acceptance of her appointment as a registered agent with the original filed articles of incorporation.

## **ARTICLE IX. INCORPORATOR**

Section 1.     Incorporator. The name of the incorporator of the corporation is Dawn E. Larsh, whose address is 36458 Emerald Coast Parkway, Suite 2101, Destin, Florida 32541.

## **ARTICLE X. DISSOLUTION**

Section 1.     Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by two-thirds vote.

Section 2.     Liquidation. Upon the dissolution of the corporation, the Board of Directors must pay or make provision for the payment of all of the liabilities of the corporation, and thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), in such manner as the Board of Directors determines, (ii) or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as at the time qualify as an exempt organization or organizations under Section 501(c)(3), and at the time are described in Section 170(c)(2) of such Code, as the Board of Directors shall determine.

Section 3.     Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located must dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations

which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court determines.

## **ARTICLE XI. CONTINGENT RESTRICTIONS**

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X applies and the corporation must: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) 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) and thereby subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.



Section 2.    Definition.    Each reference in this Article X to a section of the Internal Revenue Code is to be deemed to include the corresponding provisions of any future United States internal revenue law.

## **ARTICLE XII. LIMITATION OF LIABILITY**

Section 1.    Limitation. To the fullest extent permitted by the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, no director of the corporation will be personally liable to the corporation, its members, if any, or any third party for breach of duty of care or other duty as a director.

Section 2.    Amendment. Any repeal or modification of the provisions of this Article will be prospective only, and will not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

Section 4.    Indemnity. The corporation will indemnify and hold harmless any director from any costs and/or liability incurred as the result of actions by any third party against the director personally which related to the director's action or inaction in the director's capacity as a director of the corporation.

IN WITNESS WHEREOF, the undersigned officers of the corporation have  
executed these Restated Articles of Incorporation, pursuant to Georgia Code Section 14-3-1006.

Sacred Hands Studio, Inc.

BY: Shella Black  
Shella Black, Chairman

### **CERTIFICATE ABOUT APPROVAL**

We hereby certify that these Restated Articles of Incorporation of Sacred Hands Studio, Inc., which require the majority vote of the six (6) current directors in order to be adopted by the corporation, and which do not require any vote of members (there are no members) are duly approved, adopted, and authorized by unanimous written consent of the six current directors on and as of the date May 10, 2002, and amend and supersede the original Articles of Incorporation, which have never been heretofore amended; and purport to impose restrictions on the corporation required for tax-exempt corporations under Section 501(c)(3) of the Internal Revenue Code (in compliance with which restrictions the corporation always has been organized and operated in fact), make the corporation a nonmembership corporation, and make the other amendments the text whereof is contained herein, all pursuant to Section 617.1007 of the Florida Statutes as amended.

Sacred Hands Studio, Inc.

BY: Sheila Black  
Sheila Black, Chairman