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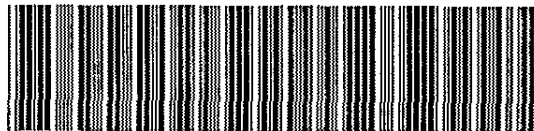
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TALLAHASSEE, FLORIDA

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*Amend/Resub Act
MAD 3/4*

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tower of Refuge and Strength, Inc.
(Name of corporation)

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Edwin Roman
(Name of person)

Tower of Refuge and Strength, Inc
(Name of firm/company)

1918 Sue Ann St.
(Address)

Orlando, FL 32817
(City/state and zip code)

For further information concerning this matter, please call:

Edwin Roman at (407) 273-9159
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$35.00 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed) |
|---|---|---|---|

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TOWER OF REFUGE AND STRENGTH, INC.**

PURSUANT to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, **TOWER OF REFUGE AND STRENGTH, INC.**, a Florida not for profit corporation (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation.

1. The name of the Corporation is **TOWER OF REFUGE AND STRENGTH, INC.**(the "Corporation"); the date of filing its original Articles of Incorporation with the Secretary of State was May 3, 2002.

2. The Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors by unanimous written consent dated January 6, 2003, and such consent was sufficient for approval. The Corporation does not have members, and member approval is therefore not required.

3. The original Articles of Incorporation are hereby amended in their entirety to read as follows:

ARTICLE I

NAME

The name of the Corporation shall be Tower of Refuge and Strength, Inc.

DURATION

The term of the Corporation shall be perpetual.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's initial principal office is 1918 Sue Ann Street, Orlando, FL 32817. The Corporation's mailing address is the same. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the Registered Agent is 335 Goosecreek Drive, Winter Springs, Florida 32708, and the Registered Agent at such address is Sandra K. Artreche.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
CORPORATE SEAL

The Corporate Seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "CORPORATE SEAL" and "FLORIDA".

ARTICLE V
PURPOSE

The purpose for which the Corporation is organized is exclusively for charitable purposes including relief of the abused, the distressed, or the underprivileged and for the advancement of religion that are described in Section 501(c)(3) of the Internal Revenue Code of 1986.

(1) To raise the economic, educational and social levels of the residents of the Central Florida area, including members of the minority community, who have been abused and as a result are substantially unemployed, underemployed, or whose income is below federal poverty guidelines, to foster and promote community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.

(2) To expand the opportunities available to said residents and groups to own, manage, and operate business enterprises in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents and groups in obtaining financial support from other sources.

(3) To expand opportunities available to said residents and groups to obtain adequate low-cost housing accommodations by constructing, rehabilitating, and providing decent, safe and sanitary housing for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to relieve the abused, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent temporary housing and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites in the place of blighted structures or blighted vacant sites for the purpose of combating the deterioration of the community and contributing to its physical improvement.

(4) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

(5) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

(6) All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

In furtherance, but not in limitation of the forgoing purposes, the Corporation shall have the power and authority:

(1) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm or corporation to be utilized in the furtherance of the necessary objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objectives and purposes, provided however, that gifts shall be subject to acceptance by the Board of Directors as required by the By-laws.

(2) To distribute, in the manner, form and method, and by means determined by the Board of Directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of those objectives and purpose are and shall continue to be impressed with a trust for such purposes.

(3) Each and all of the objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the purpose for which this Corporation is formed.

ARTICLE VI

MEMBERS

The Corporation shall have no members.

ARTICLE VII

LIMITATION

(1) Notwithstanding any other provision of these articles, this Corporation shall not carry on any 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 of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

(2) The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statement), any political campaign on behalf of any candidate for public office.

(3) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, or officers, 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 the purpose set forth above.

ARTICLE VIII

DISSOLUTION

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the By-laws and shall include that:

Upon the dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows:

- (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions made;
- (b) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and
- (c) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be transferred or conveyed to one or more religious, charitable, educational, or scientific organizations (i) which are described in Section 509(a)(1), (2) or (3), and (ii) to which deductible contributions can be made under Section 170(c)(2), 2522(a)(2), as the Board of Directors shall select.

ARTICLE IX

INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director may be a party or may become involved by reason of being or having been a director or officer at the time such expense incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law.

Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board.

ARTICLE X

BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the Board of Directors is seven (7). The number of Directors may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than three (3). The Directors shall elect the officers of the Corporation in the manner prescribed in the By-laws. Directors shall be elected in accordance with the By-laws.

The name and address of each Director of the Corporation is as follows:

Rev. Edwin Roman
1918 Sue Ann Street
Orlando, FL 32817

Wanda I. Roman
1918 Sue Ann Street
Orlando, FL 32817

Mercedes Ortiz
1512 Cougar Court
Casselberry, FL 32707

Luis R. Martir, Jr.
2875 University Acres Drive
Orlando, FL 31817

Andrea Garwood
P.O. Box 560182
Orlando, FL 32856-182

Abel Vega
1901 Tropic Bay Court
Orlando, FL 32807

Sandra K. Artreche
335 Goosecreek Drive
Winter Springs, FL 32708

ARTICLE XI

OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer, and such officers as may be provided in the By-laws. The name and address of each Officer of the Corporation is as follows:

Rev. Edwin Roman
President
1918 Sue Ann Street
Orlando, FL 32817

Wanda I. Roman
Vice President
1918 Sue Ann Street
Orlando, FL 32817

Abel Vega
Treasurer
1901 Tropic Bay Court
Orlando, FL 32807

Andrea Garwood
Secretary
P.O. Box 560182
Orlando, FL 32856-182

ARTICLE XII

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. The Articles of Incorporation shall be amended by action of the Board of Directors in accordance with the By-Laws and provisions of the laws of the State of Florida.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Corporation shall begin January 1 and end December 31 of each calendar year.

ARTICLE XIV

TERRITORY

The territory in which the operations of the Corporation are principally to be conducted is Orange County, Florida.

ARTICLE XV

RULES OF ORDER

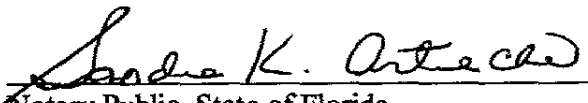
The rules contained in the current edition of the Robert Rules of Order, newly revised, and shall govern all meetings of the Corporation.

IN WITNESS WHEREOF, I, the undersigned, do acknowledge these Articles of Incorporation and accordingly have hereunto set my hand this 10th day of January, 2003.


REV. EDWIN ROMAN

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements personally appeared to me well known to be the person described in the foregoing Articles of Incorporation and acknowledge before me that she subscribed to same.


Notary Public, State of Florida
My Commission Expires: 7/10/2005
(Notary Seal)

Certificate No. DD 41104

ACCEPTANCE OF APPOINTMENT

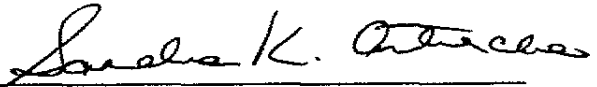
BY REGISTERED AGENT

THE UNDERSIGNED, having been named in Article IV of the foregoing Articles of Incorporation as Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the Corporation.

DATED, this 10th day of January, 2003.

REGISTERED AGENT:

Sandra K. Artreche

By: 
Sandra K. Artreche

TOWER OF REFUGE AND STRENGTH, INC.
ACTION BY UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS

Pursuant to the Bylaws of Tower and Refuge and Strength, Inc., a Florida not-for-profit corporation (the "Corporation") and Section 607.0821, Florida Statutes, the undersigned, constituting all of the members of the Board of Directors of the Corporation (the "Board"), do hereby unanimously adopt the following resolutions and direct that they be filed in the minutes of the proceedings of the Board of Directors:

1. **Approval of Amended Bylaws.**

RESOLVED, that the Board acknowledges receipt of the Amended Bylaws of the Corporation, the original of which is attached hereto as **Exhibit "A"**, and hereby consents to and approves the Amended Bylaws as set forth therein.

2. **Approval of Amended Articles of Incorporation.**

RESOLVED, that the Board acknowledges receipt of the Amended Articles of Incorporation of the Corporation, the original of which is attached hereto as **Exhibit "B"**, and hereby consents to and approves the Amended Articles of Incorporation as set forth therein.

3. **Authorization to Implement Resolutions.**

RESOLVED, that the officers and directors of the Association are hereby authorized and directed to take all actions which they deem necessary to implement the foregoing resolution.

4. **Effective Date of Resolutions.**

RESOLVED, that the foregoing resolutions will become effective as of January 6, 2003, said date being the date of the Board of Directors' meeting approving such instruments.

DATED as of the 10th day of January, 2003.



REV. EDWIN ROMAN, Director



WANDA I. ROMAN, Director



ABEL VEGA, Director



ANDREA GARWOOD, Director



LUIS R. MARTIR, JR., Director



MERCEDES ORTIZ, Director



SANDRA K. ARTRECHE, Director