

# N02000005596

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

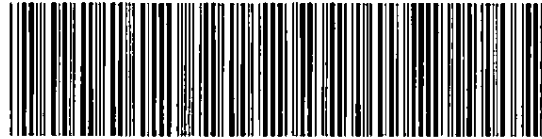
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400437471184

10/10/24--01026--003 \*\*43.75

FILED  
OCT 10 AM 11:34  
TALLAHASSEE, FLORIDA



**BIRD LOECHL MCCANTS & HOLLIDAY**

October 9, 2024

**Via FedEx No. 779127450795**

Florida Department of State  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: Amended and Restated Articles of  
Master's Academy International, Inc. (FL Document# N02000005596)**

Good day,

We hope you are well. Please find enclosed the following for the above referenced filing:

- **Third Amended and Restated Articles** of Master's Academy International, Inc., a Florida not for profit corporation.
- **Filing fee check** for \$43.75 payable to the Florida Department of State.
- Return pre-addressed, prepaid FedEx envelope with Tracking No. 779127828187.

Please return the completed filing in the pre-addressed, prepaid FedEx envelope.

Thank you for your assistance with this filing. Please let us know if you have any questions. You can reach me at (404) 264-9400, ext. 207 or [L.Munro@BLMHlaw.com](mailto:L.Munro@BLMHlaw.com).

Regards,



Lauren Munro  
Paralegal  
Bird Loechl McCants & Holliday

Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Master's Academy International, Inc.

**DOCUMENT NUMBER:** N02000005596

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lauren Munro

(Name of Contact Person)

Bird Loechl McCants & Holliday

(Firm/ Company)

3350 Riverwood Parkway SE, Suite 670

(Address)

Atlanta, GA 30339

(City/ State and Zip Code)

LMUNRO@BLMHILAW.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lauren Munro

404

264-9400 x207

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |  |  |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|--|--|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**THIRD AMENDED AND RESTATED ARTICLES OF**  
**INCORPORATION OF**  
**MASTER'S ACADEMY INTERNATIONAL, INC.**

**(A FLORIDA NOT FOR PROFIT CORPORATION)**

These Third Amended and Restated Articles of Incorporation of Master's Academy International, Inc. (the "Articles"), which require the affirmative vote of all current directors in order to be adopted by the corporation, were consented to unanimously by the corporation's board of directors on and as of the date, August 14, 2024, amending and superseding entirely the Second Amended and Restated Articles of Incorporation, and any amendments thereto; all pursuant to the Florida Not For Profit Corporation Act, as amended.

**ARTICLE I. NAME**

The name of the corporation is:

Master's Academy International, Inc.

**ARTICLE II. AUTHORITY**

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended. The corporation recognizes the sovereignty of God and the Lordship of Jesus Christ in all things. The corporation shall be governed according to the Holy Bible, and according to the religious beliefs of the corporation. The corporation recognizes God's ordination of the civil authority and the legitimate laws in support thereof. The corporation shall uphold the laws of the civil authority provided said laws are

FILED  
24 OCT 10 AM 11:34  
HALL COUNTY CLERK  
FLORIDA

not in conflict with the Holy Scriptures or with the religious doctrines of the corporation as it shall determine, in accordance with its governing documents.

### **ARTICLE III. PURPOSES**

The corporation is organized exclusively for religious purposes (and charitable, and educational purposes ancillary thereto) within the meaning of Section 501(c)(3) of the Internal Revenue Code (referred to herein as the "Code"), including but not limited to fulfilling our Lord's Great Commission by training and supporting indigenous church leaders and supporting other ministries that train Christians to minister in local churches, and to make distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Code. Subject to the foregoing, the corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended.

### **ARTICLE IV. DURATION**

The corporation shall have perpetual duration.

### **ARTICLE V. RESTRICTIONS**

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; 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 purposes set forth in Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. Lobbying and Political Campaigning Restrictions. To the extent prohibited by applicable law, but subject to the protections of the First Amendment of the U.S. Constitution and other laws guaranteeing free exercise of religion and freedom of speech, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (within the meaning of Section 501(c)(3) of the Code), nor shall this corporation 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. Notwithstanding the foregoing, the corporation may make the election provided in Section 501(h) of the Code.

Section 3. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes. In addition, the property of the corporation is irrevocably dedicated as follows:

(a) Real or personal property owned or used by the corporation in California shall be irrevocably dedicated to its religious, scientific, charitable, charitable and educational purposes, or religious and educational purpose and any such educational purposes shall meet the requirements for exemption provided by section 214 of the California Revenue and Taxation Code.

(b) Furthermore, to the extent the corporation applies for and receives exemption from property tax in any state other than California, its income and assets shall, from the effective date of the exemption, be irrevocably dedicated only to such purposes as also meet the requirements of such state's requirements for exemption.

## **ARTICLE VI. DIRECTORS**

Section 1. Number. The Board of Directors shall consist of not fewer than three (3) directors, 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 shall govern the corporation and shall have 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 shall include, but not be limited to, the power to adopt and amend the Bylaws and corporate governing documents other than the Articles by a majority vote (except where a greater vote is elsewhere expressly required), in any way not inconsistent with the Articles, the laws of the State of Florida, or the laws of the United States.

Section 3. Term and Election. The term and method of election of the Board of Directors shall be as established in the Bylaws.

Section 4. Amendment. The Board of Directors shall have the power to amend these Articles, by a unanimous vote of the directors then in office, in any way not inconsistent with the corporation's Doctrinal Statement, the laws of the State of Florida, or of the United States.

## **ARTICLE VII. NO MEMBERS**

The corporation shall not have members.

## **ARTICLE VIII. POWERS**

**Section 1. General.** The corporation shall have all the rights and powers customary and proper for tax-exempt not for profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes Annotated, as amended.

**Section 2. Restrictions.** Subject to Article II, but notwithstanding any other provisions of these Articles, the corporation shall 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 Code, or by a corporation to which contributions are deductible under Section 170(b)(1)(A) or (B) and Section 170(c)(2) of the Code.

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

## **ARTICLE IX. MERGER AND DISSOLUTION**

**Section 1. Merger.** Upon the determination of the Board of Directors that a merger with one or more nonprofit corporations is in the best interest of the corporation, then the Board of Directors shall adopt a resolution setting forth the proposed merger and plan of merger and present it to the Board of Elders of the Founding Church. No merger shall be effective unless approved by a two-thirds' (2/3) or greater vote of the entire Board of Directors after complying with any provisions requiring notice to the Founding Church found in the Bylaws.

**Section 2. Dissolution.** The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by at least a two-thirds' (2/3) vote of the entire Board



of Directors, provided that the Board of Directors complies with any provisions requiring notice to the Founding Church found in the Bylaws.

Section 3. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation from the corporation's remaining funds, and shall 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 Code, only in such manner as the Board of Directors shall determine shall be in compliance with Article V hereof, or (ii) exclusively to or for the use of such organization or organizations organized and operated exclusively for religious, charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of the Code. Such recipients shall be determined at the discretion of the Board of Directors, provided that each recipient exempt organization shall at the time agree to use all income, assets, and property of the corporation in accordance with Article V hereof.

Section 4. Property Tax Exemption. Upon dissolution or winding up of the corporation, the use and disposition of real or personal property owned or used by the corporation shall be limited in such manner as may be necessary to preserve their respective property tax exemption(s).

Section 5. Contingent Provision. If any such assets are not so disposed of, and to the extent that the directors become deadlocked regarding this or any related issue, any remaining assets shall be distributed to the Founding Church or to such permitted recipient as it may direct.

Section 6. Faith Requirement for Recipients at Dissolution. Notwithstanding the foregoing, any recipient of corporate assets at dissolution must affirm and agree unreservedly with the corporation's Doctrinal Statement.

## **ARTICLE X. 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 Code, and only during the period during which such determination applies, notwithstanding any other provision of these Articles, this Article X shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) that would subject the corporation to tax under Section 4941 of the 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 Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Code) that would subject the corporation to tax under Section 4943 of the 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 Code) that would subject the corporation to tax under Section 4944 of the Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) that would subject the corporation to tax under Section 4945 of the Code.

Section 2. Code References. Each reference in these Articles to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

#### **ARTICLE XI. REGISTERED OFFICE AND AGENT:**

The name and address of the current registered agent and registered office of the corporation shall remain as currently on file with the Department of State, until and unless the Board of Directors determines otherwise.

#### **ARTICLE XII. DOCTRINAL STATEMENT**

The corporation subscribes to the understanding of particular doctrinal matters as set forth in its "Doctrinal Statement," as provided in the corporation's Bylaws. Any director who can no longer affirm, in good conscience, the corporation's Doctrinal Statement shall promptly submit his resignation as a director, and he is subject to disqualification as a director by a majority of the remaining directors. Notwithstanding any other statement to the contrary, that portion of the Bylaws, as well as this Article XII, shall only be amended or restated by unanimous vote of the corporation's entire board of directors, and any other provision that conflicts with the Doctrinal Statement shall be null and void.

#### **ARTICLE XIII. LIMITATION OF LIABILITY**

Section 1. Limitation. The personal liability is hereby eliminated entirely of any officer or director to the corporation for monetary damages for breach of duty of care or other duty; provided that such provision shall not eliminate or limit the liability of an officer or director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Section

617.0834(1) of the Florida Statutes, as amended; (iv) For any transaction from which the officer or director derived an improper personal benefit; or (v) For any excise tax prescribed by the Code Sections 4940 through 4945 for which the individual is liable (but not restricting the corporation from providing insurance in connection with such excise taxes).

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article XIII shall be prospective only, and shall not adversely affect any limitation on the personal liability of any officer or director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved unanimously by the directors of the corporation. In the event of any amendment of the Florida Not For Profit Corporation Act to authorize the further elimination or limitation of liability of any officer or director, then the liability of such officer or director of the corporation shall be limited to the fullest extent permitted by the amended Florida Not For Profit Corporation Act, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article XIII (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

#### **ARTICLE XIV. INDEMNIFICATION**

**Section 1. Directors and Officers.** To the greatest extent allowed by law, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding ("Proceeding"), whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses (including, without limitation, advancing such expenses such as attorneys' fees and court costs), judgments, fines and amounts paid in settlement incurred by him or her in connection with such Proceeding, except for an officer or director who would not be eligible for limitation of liability under the preceding article. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Notwithstanding the foregoing, if any past or present officer or director sues the corporation, other than to enforce this indemnification, such person instituting such suit shall not have the right of indemnification hereunder in connection therewith. The corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporation funds.

**Section 2. Employees and Agents.** Without limiting the foregoing, the corporation may, pursuant to its Bylaws or resolution of the board, provide for indemnification and advancement of expenses to employees, advisors and/or agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

#### **ARTICLE XV. FOUNDING CHURCH**

The corporation was founded by and shall be operated under the guidance of Grace Community Church of the Valley (identified as California Corporation C0330148) (herein, the "Founding Church"), a not for profit corporation organized and operated as a tax-exempt entity described in Sections 501(c)(3) and 170(b)(1)(A)(i) of the Code, with such rights and privileges as are expressly stated herein and in the Bylaws.

IN WITNESS WHEREOF, these Third Amended and Restated Articles of Incorporation have been executed this 20 day of September, 2024.

**Master's Academy International, Inc.**

BY: Mark Tatlock  
Mark Tatlock, President