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08 AUG 19 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

201509
Patterson
08/19/08

August 7, 2008

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Love Outreach Ministries, Inc.

TO WHOM IT MAY CONCERN:

Enclosed for filing please find an original and one copy of the Amended and Restated Articles of Incorporation, the Registered Agent Designation for Love Outreach Ministries, Inc., and filing fee of \$78.75.

Please return a stamped file copy to the following address:

Love Outreach Ministries, Inc.
Attn: Beverly Pusey
3470 NW 43rd Place
Lauderdale Lakes, FL 33309

Thank you for your attention in the matter.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LOVE OUTREACH MINISTRIES, INC.**

08 AUG 19 PM 12:21
FILED
TALLAHASSEE, FLORIDA

Love Outreach Ministries, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Sections 617.1006 and 617.1007, Florida Statutes that

1. The name of the Corporation is Love Outreach Ministries, Inc. ("the Corporation").
2. There are no members entitled to vote on these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation at a meeting held on Monday, August 4, 2008.
3. The text of the Articles of Incorporation of Love Outreach Ministries, Inc., is hereby amended and restated with the amendments set forth below, effective as of the date of filing of this instrument with the Secretary of State of Florida, to read as follows:

Article I - NAME

LOVE OUTREACH MINISTRIES, INC.

Article II - Exempt Status

The corporation is formed to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation is distributable to, or shall inure to the benefit of, its members, directors and members of the Board of Advisors or officers, except to the extent permitted under the Florida Not For Profit Corporation. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, ("the Code"), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Code. All references in these Articles to Sections of the Code shall be

deemed to include reference to any corresponding provisions of any future United States Internal Revenue Law.

Article III – Purpose

The Corporation is formed to labor for the salvation of souls, to edify the believers in faith, hope and love. It shall serve as a lighthouse to the community in helping the family stay strong, as well as for charitable purposes within the meaning of Section 501 (c) (3) of the Code to be a public charity which raises funds for the benefit of and to provide and support innovative humanitarian services and any and all related public and charitable purposes; and to take and hold, by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of such property; and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of this Corporation, or any laws applicable thereto. The Corporation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617 of the Florida Statutes, or any successor provisions thereto.

Article IV – Duration

The Corporation shall have perpetual existence, which shall commence upon issuance of its corporate charter.

Article V - Principal Office

The principal office of the Corporation is:

Love Outreach Ministries, Inc.
3470 NW 43rd Place
Lauderdale Lakes, FL 33309

Article VI – Members

The qualifications for membership, if any, in the Corporation and the manner of admission of members, if any, shall be as regulated by the By-laws of the Corporation.

Article VII - Registered Agent

The registered agent of the Corporation is Moland Pusey, whose current office is:

Love Outreach Ministries, Inc.
3470 NW 43rd Place
Lauderdale Lakes, FL 33309

ARTICLE VIII – Officers and Board of Directors

The affairs of the corporation shall be governed by the Officers and Board of Directors, subject to the restriction that, except as specifically set forth to the contrary of the Bylaws, and the exercise of any powers or actions of the Officers and Board of Directors shall require the approval thereof by a majority vote of the Board of Directors. The Board of Directors of the Corporation shall consist of at least three (3) directors, or such higher number as may be determined by the Board of Directors, who shall be elected in the manner provided for in the By-laws. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

The initial Officers and Board of Directors of the Corporation shall consist of the members appointed in accordance with this Section and the bylaws. The name(s), address(es) and title(s) of the persons appointed to act as the initial Officers and Board of Directors are as follows:

Moland Pusey
3470 NW 43rd Place
Lauderdale Lakes, FL 33309

President, Director

Beverly Pusey
3470 NW 43rd Place
Lauderdale Lakes, FL 33309

Vice President, Director

Garthe Parrish
3380 NW 39th Street
Lauderdale lakes, FL 33309

Secretary, Director

Tonnette Alexander
6790 NW 47th Place
Lauderhill, FL 33319

Treasurer, Director

Diane Williams
11095 NW 38th Place
Sunrise, FL 33351

Director

ARTICLE IX - Income and Distribution

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, advisor or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director, advisor or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after the payment of all just debts and necessary expenses of dissolution, be distributed to such organizations which provide services similar to that of this Corporation and which shall qualify under Section 501 (c) (3) of the Code.

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), or retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944, or make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE X – Indemnification

Section 1. Right to Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, member of the Board of Advisors, trustee or officer of the Corporation, (b) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a member, director, member of the Board of Advisors, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys fees, asserted against him or her or incurred by him or her in his or her capacity as such member, director, advisor, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the

Corporation would have the legal power to directly indemnify him or her against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and members of the Board of Advisors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each director, advisor and officer and employee of the Corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

ARTICLE XI – INCORPORATOR

The name and address of the Incorporator is:

Moland Pusey
3470 NW 43rd Place
Lauderdale Lakes, FL 33309

EXECUTION BY INCORPORATOR IN COMPLIANCE with the appropriate Florida Statutes the incorporator of Love Outreach Ministries, Inc., whose signature appears below:

Date 8-8-08 Signature 

Witness 

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 617.0501, Florida Statutes, the following is submitted in compliance with said Section:

Love Outreach Ministries, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, has named Moland Pusey, located at 3470 NW 43rd Place, Lauderdale Lakes, Florida, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT:

8-8-08
Date

Moland Pusey
Moland Pusey, Registered Agent