

N03000000308

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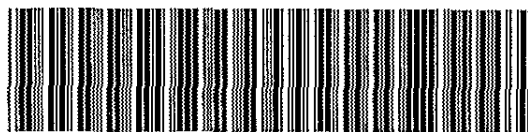
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/7/03
A+ Restated
Art.
98

DANDRIDGE & ASSOCIATES, LLC

12864 Biscayne Boulevard, Suite 256

Miami, FL 33181

TELEPHONE (305) 401-7638

March 3, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find Articles of Amendment and restatement to the Articles of Incorporation and a check or money order for filing fees for the following:

NO.	Company name	CK/MO#	Amount
1.	ADONAI MIRACLE FAITH MINISTRIES, INC.	06- 34917369 4	\$35.00

Please file the amendment and return a copy of the amendment and restatement to the following address:

Nicole S. Dandridge, Esq.
Dandridge & Associates, LLC
12864 Biscayne Blvd., Suite 256
Miami, FL 33181

Please feel free to contact me with any further questions.

Sincerely,



Nicole S. Dandridge, Esq.
Attorney at Law

NICOLE
S.
DANDRIDGE
ATTORNEY
AT
LAW



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 19, 2003

Nicole S. Dandridge, Esq.
Dandridge & Associates, LLC
12864 Biscayne Blvd., Suite 256
Miami, FL 33181

SUBJECT: ADONAI MIRACLE FAITH MINISTRIES, INC.
Ref. Number: N03000000308

We have received your document for ADONAI MIRACLE FAITH MINISTRIES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

✓ The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

✓ The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 403A00017029

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ADONAI MIRACLE FAITH MINISTRIES, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617 et seq. of the Florida Statutes, the undersigned corporation hereby adopts the following Amended and Restated Articles of Incorporation in its entirety and reads as follows:

ARTICLES OF INCORPORATION
OF
ADONAI MIRACLE FAITH MINISTRIES, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be **ADONAI MIRACLE FAITH MINISTRIES, INC.**, hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the corporation is **12601 NW 27TH AVENUE #T301, MIAMI, FL 33167.**

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in

or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI: MEMBERSHIP

The corporation shall be non-membership.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 12601 NW 27TH AVENUE #T301, MIAMI, FL; and **HOMER KELLER** is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) persons. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws. The Board of Directors shall consist of the following:

FELICIA L. KELLER
12601 N.W. 27TH AVENUE #T301
MIAMI, FL 33167

ODETTA MOORE
15007 JERPOINT ABBY DRIVE
CHARLOTTE, NC 28273

ROSE BROWN
1410 NW 199TH STREET
MIAMI, FL 33169

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

FELECIA KELLER
12601 N.W. 27TH AVENUE #T301
MIAMI, FL 33167

IN WITNESS WHEREOF, I, **FELECIA KELLER**, the undersigned incorporator to these Articles of Incorporation, have affixed my signature thereto on 3/31, 2003.


FELECIA KELLER

This Restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

IN WITNESS WHEREOF, I, **HOMER KELLER**, the undersigned President of **ADONAI MIRACLE FAITH MINISTRIES, INC.**, have affixed my signature thereto on

3/31, 2003.


HOMER KELLER

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

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First--That **ADONAI MIRACLE FAITH MINISTRIES, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at City of Miami; County of Dade, State of Florida, has named **HOMER KELLER**, at **12601 N.W. 27TH AVENUE**, in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated 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 Act relative to keeping open said office.

SIGNED: _____


HOMER KELLER

DATED: _____

3/31/03