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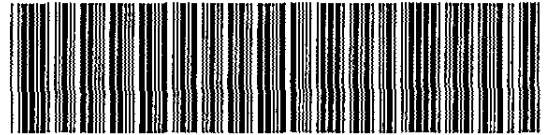
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AMEND
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Karen,

Thank you for your help. Enclosed is a check for the filling fee as well as a certified copy. Timing is of up most importance and we appreciate your help in rushing the process. Please mail the certified copy to us at:

1449 Soaring Flight Way
Jacksonville, FL 32225

You can contact me at work 904-296-2024 or on my cell phone 904-514-1276

Again thank you

A handwritten signature in black ink, appearing to read 'Kenneth R. Krey', written in a cursive style.

Kennth R. Krey

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

CHRISTIAN ARTS CHALLENGE, INC.

Document #: N03000000680

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST:

(Addition ARTICLE VIII: Corporation Not for Profit)

- No part of the net earnings of this organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purposes clause in Article III hereof. No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- Notwithstanding any other provision of this document, this organization shall not carry on any other activities not permitted to be carried on by an exempt organization exempt from federal income tax under section 501(c)3 of the Internal Revenue Code or an organization, contributions to which are deductible under section 170(c)2 of the Internal Revenue Code.

(Addition of ARTICLE IX: No Membership)

- The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

(Addition of ARTICLE X: Bylaws)

- The bylaws of the corporation are to be made and adopted by the board of directors and may be altered, amended or rescinded only by a two-thirds vote of the directors then in office at any meeting of the board of directors called for that purpose (not just those attending the meeting at which the action is taken). The bylaws of the corporation may not be written in such a way wherein any provision of section 501(a) of the Internal Revenue Code or corresponding provisions of

any subsequent federal tax laws and any other federal law, as written or amended would bring about the denial or loss of exemption under section 501(a) of the Internal Revenue Code.

(Addition of **ARTICLE XI: Dissolution**)

- On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for religious, charitable and educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA §170(c)(1) or 26 USCA §170(c)(2)(B) and is described in 26 USCA §509(a)(1),(2) or (3).

SECOND: The date of the adoption of the amendment was January 17th, 2003.

THIRD: Adoption of Amendments

- There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors.


Haley A. Krey, Managing Director

10/9/03
Date


Kenneth R. Krey, Secretary/Treasurer

10/9/2003
Date