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(City/State/Zip/Phone #)

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Restated

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FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 21, 2014

KARA'LYNNE V. BRUBAKER
POSITIVE IMPACT WORLDWIDE INC
2750 34TH STREET, SOUTH
ST. PETERSBURG, FL 33711

SUBJECT: POSITIVE IMPACT WORLDWIDE INC
Ref. Number: N03000003599

We have received your document 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):

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.

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) 245-6050.

Darlene Connell
Regulatory Specialist II

Letter Number: 814A00001368

Positive Impact Worldwide, Inc
2750 34th Street, South
St. Petersburg, FL 33711
727-865-8292
positiveimpactworldwide.com

February 18, 2014

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

RE: Filing for Amended and Restated Articles of Incorporation for
Positive Impact Worldwide, Inc.

Dear Sirs:

Please find enclosed once again for filing our Amended and Restated Articles of Incorporation duly approved and signed by our Board of Directors for filing for Positive Impact Worldwide, Inc. Also enclosed as requested is proof of the voting members' approval in the form of a signed "Certification of Voting Members' Approval of Amended and Restated Articles of Incorporation for Positive Impact Worldwide, Inc." You already have our check payable to the Division of Corporations for \$35.00 for the filing fee.

Please expedite and return a certified copy to the undersigned at the above address.

Should there be any questions please contact Steven Murray at the church on 301-254-8723.

Thank you.

Sincerely yours,

✓
Kara'Lynne V. Brubaker
Pastor and Chief Executive Officer

Positive Impact Worldwide, Inc
2750 34th Street, South
St. Petersburg, FL 33711
727-865-8292
positiveimpactworldwide.com

December 30, 2013

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

RE: Filing for Amended and Restated Articles of Incorporation for
Positive Impact Worldwide, Inc.

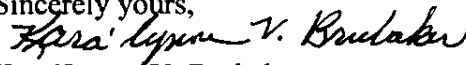
Dear Sirs:

Please find enclosed for filing our amended and restated articles of incorporation duly approved and signed by our Board of Directors for filing for Positive Impact Worldwide, Inc. Also enclosed is a check payable to the Division of Corporations for \$35.00 for the filing fee.

Please expedite and return a certified copy to the undersigned at the above address.

Should there be any questions please contact Steven Murray at the church on 301-254-8723.

Thank you.

Sincerely yours,

Kara'Lynne V. Brubaker
Pastor and Chief Executive Officer

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
POSITIVE IMPACT WORLDWIDE, INC.

(A Florida Not-For-Profit Corporation)

Pursuant to the provisions of Sections 617 of the Florida Not for Profit Corporation Act, and by a Resolution passed by the Board of Directors of the Corporation as undersigned, the Articles of Incorporation as originally filed on or about April 28, 2003 are hereby amended and restated as follows:

Article I. Name: The name of the Corporation shall continue as: **"Positive Impact worldwide Inc"**

Article II. Purpose: The Corporation continues as a Florida non-profit corporation, and is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Corporation is formed to serve as a church to conduct religious worship services for the preaching and teaching of the Gospel of Jesus Christ and the Kingdom of God as written in the Holy Bible; to seek and save the lost, to heal the sick, to give relief to the poor, to declare deliverance to people oppressed by demonic agents, and to minister to the many needs of families and individuals in various areas of their lives; to disciple people to become like Jesus Christ and to assemble individuals and families together for corporate worship of God through the orchestration of the Holy Spirit of God; to baptize in water, to marry, to dedicate infants, to celebrate the Lord's supper, to bury the dead; to ordain ministers, to establish other churches and schools, to send forth missionaries, to cooperate with and support other ministries of God, to equip believers to activate their gifts to serve God; to spread the Gospel of Jesus Christ by evangelizing the local community, the nation, and the world through religious revivals, crusades, conventions, meetings, and activities; and to promote Christian education through programs, seminars, services, schools, various activities; and to disseminate the Gospel of Jesus Christ and Christian knowledge and information through the publishing and distribution of books, newspapers, and materials, and television and radio broadcast.

The Corporation may receive tithes, offerings, donations, gifts and grants, and other contributions, and apply the income and principle thereof to the purposes of the Corporation as expressed hereinabove, as the Board of Directors may determine.

The corporation may acquire, invest in, and hold real and personal property for providing a sanctuary with the necessary furnishings and equipment for its members, and other facilities and equipment for its administration and conduct of the business affairs and activities of the Corporation.

The Corporation shall have authority to do all other things as necessary to carry on activities in support of the foregoing provisions, and shall have authority to engage in any lawful act or activity for which corporations may be organized under the general laws of the State of Florida as now in effect, or as may hereafter be amended.

Article III. Principal Office. The address of the principal office of the Corporation within the State of Florida is 2750 34th Street, Saint Petersburg, FL 33711, or such other address as the Board of Directors may determine upon notification of the Florida Department of State.

Article IV. Resident Agent. The name and address of the Resident Agent of the Corporation are as follows: Pastor Kara'Lynne V. Brubaker, 2750 34th Street, Saint Petersburg, FL 33711.

Article V. Non-Profit. The Corporation shall have no authority for the issuance of capital stock.

Article VI. Members. The Corporation shall have Two (2) classes of members: (a) Class A, "Non-Voting Members", who shall be eligible for general membership in the church, but shall have no voting rights or authority to engage in the business affairs of the Corporation; and (b) Class B, "Voting Members", who shall have authority to elect or remove members of the Board of Directors and its officers and engage in the business affairs of the Corporation. The bylaws shall provide for the qualifications, rights, duties, actions and limitations for both classes of members.

Article VII. Management of the Corporation. The business affairs of the Corporation shall be run by a Board or Directors (which may be known also as the Board of Trustees) who shall be elected by the Voting Members of the Corporation as determined by the bylaws. The Corporation may by its by-laws make any provisions for the conduct of its business, provided the same are not inconsistent with these Articles of Incorporation, as amended, nor contrary to the laws of the State of Florida, or of the laws of the United States of America.

Article VIII. Board of Directors. The Board of Directors shall be elected by the Voting Members of the Corporation, and may consist of any number of three (3) or more qualified persons as provided in the bylaws. The Board of Directors shall have the power to make, adopt, and amend the by-laws of the corporation by a two-thirds (2/3) vote. The Board of Directors shall have authority also to amend these Articles of Incorporation subject to a two-thirds (2/3) vote, and approval by the Voting Members of the Corporation. The Senior Pastors of the Church shall always be members of the Board of Directors, and Chairman, CEO, and President of the Board of Directors. The bylaws shall provide for the qualifications, authority, operations, policies and procedures of the Board of Directors.

Article IX. Indemnification of Directors and Officers. The Corporation shall defend, indemnify, and hold harmless its directors, officers, and pastors in accordance with provisions of the bylaws.

Article X. Duration of the Corporation. The duration of the Corporation shall be perpetual.

Article XI. Corporate Restrictions:

- A. No Private Inurement.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Directors, Officers, Members, if any, 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 II hereof.
- B. No Substantial Political Activities:** No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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.
- C. Limitations due to Exempt Status :** Notwithstanding any provision of these Articles, the Corporation shall not carry on any 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, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or by a Corporation organized under Florida Statutes, Chapter 617.


Article XII. Proscribed Activities. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue code of 1986, as amended.

- A.** The Corporation shall not engage in any self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended.
- B.** The Corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended.
- C.** The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended.
- D.** The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

Article XIII. Corporate Dissolution. Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.


In Witness Whereof, We the undersigned Board of Directors of Positive Impact Worldwide, Inc. have signed these Amended and Restated Articles of Incorporation on this 31 day of December 2013, and do severally acknowledge the same to be our act.



PASTOR JAY M. BRUBAKER, CHAIRMAN


PASTOR KARA'LYNNE V. BRUBAKER,
CHIEF EXECUTIVE OFFICER


PASTOR DENISE BASCHUK,
VICE PRESIDENT


DEDE ROGERS, SECRETARY


SANDY PREMSKE, TREASURER


EZRA RAGHOO, DIRECTOR


JOHN GRIM, DIRECTOR

RESIDENT AGENT CONSENT:

I, Pastor Kara'Lynne V. Brubaker, with a place of business at 2750 34th Street, South, Saint Petersburg, FL 33711 do hereby consent to serve as Resident Agent for the corporation.


PASTOR KARA'LYNNE V. BRUBAKER

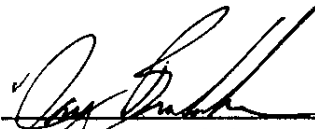
Certification of Voting Members for Approval

Of

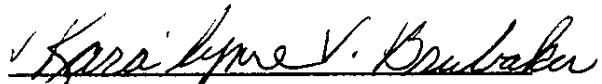
Amended and Restated Articles of Incorporation for Positive Impact Worldwide, Inc.

This is to certify that the Voting Members of Positive Impact Worldwide, Inc., who are the Senior Pastors, Jay M. Brubaker and Kara'lynn V. Brubaker, have met as required on December 31, 2013, and duly considered the Amended and Restated Articles of Incorporation for Positive Impact Worldwide, Inc., as passed by the Board of Directors by a two thirds (2/3) vote on December 31, 2013, and have found them to be in the best interest of Positive Impact Worldwide, Inc. and therefore have unanimously approved the Amended and Restated Articles of Incorporation for Positive Impact Worldwide, Inc. on December 31, 2013.

Wherefore in acknowledgement hereof, we have affixed our signatures below on this date of December 31, 2013.



Pastor Jay M. Brubaker, Voting Member and
Chairman, Board of Directors



Pastor Kara'lynn V. Brubaker, Voting Member,
and Chief Executive Officer

Witness:



Dede Rogers, Secretary of the Board