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04 APR 28 AM 11:33  
TALLAHASSEE, FLORIDA  
STATE

3 of 504  
L. M. O.

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**Agape' Arms of Mercy Community Development Inc.**  
**3038 Golden Rock Drive**  
**Orlando, FL 32818**

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April 21, 2004

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

Attn: Amendment Section

Please find attached copy of the Amended Articles of Incorporation for Agape' Arms of Mercy Community Development Inc. These articles were approved by the board or Directors in accordance with Article IX of our Articles of Inc. Additionally, some if these changes were necessary for the 501(3)(c) certification we are presently seeking. Your prompt attention is greatly appreciated. If you have any further questions I can be reached at 407 298-5111.

Sincerely,

*Dr. Richard Bishop*

Dr. Richard Bishop  
President/Registered Agent

**ARTICLES OF AMENDMENT**

# 11 ED

to

04 APR 28 AM 11:34

**ARTICLES OF INCORPORATION**

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

of

**Agape' Arms of Mercy Community Development Inc.**

(present name)

**NO 3000004150**

(Document Number of Corporation (If known))

*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:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

The following Articles of Incorporation were voted, approved and **amended are:**  
**Articles, I, II, III, IV, V, VI, VII, and VIII**

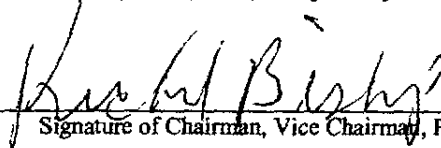
The following Articles were **added:** **IX, X, XI**

**(The new approved Articles of Incorporation are attached)**

**SECOND:** The date of adoption of the amendment(s) was: April 21, 2004

**THIRD:** Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

**Dr. Richard Bishop**

Typed or printed name

**President**

Title

**4/21/04**

Date

ARTICLES OF INCORPORATION OF  
AGAPE' ARMS OF MERCY COMMUNITY DEVELOPMENT INC'

ARTICLE I  
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The Name of this Corporation is:  
Agape' Arms of Mercy Community Development Inc.  
The Principal office of this corporation is 2425 N. Hiawassee Road, Orlando, FL 32818  
The mailing address of this corporation is 3038 Golden Rock Drive, Orlando, FL 32818

ARTICLE II  
CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III  
DURATION

The term of existence of this corporation is perpetual.

ARTICLE IV  
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

To conduct community an economic development projects for the benefit of the community of Central Florida, to provide economic and community education programs and instruction services, conduct church building services, operate church schools, build homes, senior housing and parsonages; rehabilitation of homes, operate women and men shelters as well a group home for boys and girls; teach self-development skills to promote community and foreign religious missions, and to aid in the spread of the gospel of Jesus Christ.

A. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for each purposes.

B. To inform the public of the financial needs of young members who do not have financial support to train for the Olympics. To raise funds to support the training of these economic development partners and members.

C. To operate exclusively in any other manner for each charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

D. The purposes for which the corporation is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

E. Notwithstanding any other provisions of these articles, these articles, this organization shall not carry on any activities not permitted to be carried on by an organizational 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 law.

F. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 502(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the State, or local government for exclusive public purpose.

#### ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of a minimum of five (5) Board of Directors. The member of the Directors of the corporation shall be five, provided however, that such number may be changed by a By-Law duly adopted by the members.

Directors elected at the first annual meeting, and at times thereafter shall serve for the term of one (1) year until the annual meeting of the members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 2425 N. Hiawasse Road, Orlando, Florida 32818 on June 1<sup>st</sup> of each year at 10:00 a.m., or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in a manner to be set forth in the operating by-laws in effect as if taken by unanimous vote of the Directors.

Such consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by consent shall have the same force and effect as if taken by unanimous vote of the Directors.

Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the current Board of Directors are as follows:

Rev. Dr. R.B. Bishop            3038 Golden Rock Drive, Orlando, FL 32818  
President & Registered Agent

Clay Sampson                    638 Sago Lane, Orlando, FL 32811  
Vice President

Betty Jacobs                    1830 Attucks Avenue, Orlando, FL 32811  
Secretary

Ingrid Bishop                  3038 Golden Rock Drive, Orlando, FL 32818  
Director

Greg Davis                      5813 Flori Lane, Orlando, FL 32808  
Director

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer. Officers will serve for one year.

#### ARTICLE VI EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 distribution in furtherance of the purposes set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be 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) by political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, 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 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law)

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

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ARTICLE VII  
DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII  
MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE IX  
AMENDMENT OF BY-LAWS

Subject to the limitations set forth in the Corporation Not for Profit Laws of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth thereof in the By-Laws.

