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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
WALKING IN LOVE, INC.**

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WALKING IN LOVE, INC.**

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The undersigned, for the purpose of amending and restating the Articles of Incorporation of Walking in Love, Inc., a corporation under the Florida Not For Profit Corporation Act (the "Act"), does hereby execute the following Articles of Incorporation, and certifies as follows.

1. The original Articles of Incorporation were filed with the Florida Department of State on May 21, 2003.
2. These Second Amended and Restated Articles of Incorporation were unanimously approved by the Board of Directors of Walking in Love, Inc. in a Written Action in Lieu of Special Meeting on October 11, 2016. No member approval is required for this amendment because the Corporation has no members.

ARTICLE I - Name

The name of the Corporation shall be WALKING IN LOVE, INC. ("Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 620 N Wymore Rd, Suite 220, Maitland, Florida 32751.

ARTICLE III - Purpose

A. The specific and primary purposes for which this corporation is formed include: (i) relieving the poor and distressed by developing, owning, and operating housing for rental to eligible individuals with low and moderate annual income at affordable rates; (ii) increasing the number of children who are adopted by making available funds to families engaging in the Scriptural mandate to care for orphans and those families seeking to adopt children to help defray some of the cost of adoption; (iii) providing aid, assistance, and support to children and parents, with a focus on teen mothers, in need of education and support with respect to parental attachment, child development, school readiness, adolescence, pregnancy, and teen parenting in a manner designed to help such children and parents successfully navigate life and improve the communities in which they live; and (iv) engaging in activities in furtherance or support of the foregoing. Such aid, assistance and support may be accomplished by, among other things, providing and administering loans, gifts and

bequests of funds, and other property in accordance with the policies established from time to time by the Corporation's Board of Directors; and, except as otherwise limited herein, exercising any, all and every power, including trust powers, which a corporation not for profit created under the laws of the State of Florida can be authorized to exercise.

B. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

C. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 distributions in furtherance of the purposes set forth in this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

E. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

F. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV -- Term

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V - Registered Office and Agent

The street address of the registered office of the Corporation is 1200 S Pine Island Road, Plantation, Florida, 33324, and the name of the registered agent of the Corporation at that address is CT Corporation System.

ARTICLE VI - Election of Directors

A. The manner in which the members of the board of directors of the Corporation are elected or appointed shall be as provided in the Bylaws.

B. The Board of Directors shall consist of at least three (3) or more directors, and the current directors are:

<u>Director</u>	<u>Address</u>
Donald Pendry	620 N Wymore Rd, Suite 220, Maitland, Florida 32751
Daniel Miller	620 N Wymore Rd, Suite 220, Maitland, Florida 32751
Todd Shub	620 N Wymore Rd, Suite 220, Maitland, Florida 32751

ARTICLE VII - Election of Officers

The manner in which the officers of the Corporation are elected or appointed shall be as provided in the Bylaws.

ARTICLE VIII - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X – Membership

The Corporation shall have no members.

ARTICLE XI - Dissolution

A. Upon 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, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, 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 tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE – XII – Indemnification

A. The Corporation hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

B. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his or her capacity of Director or Officer of the Corporation, or in his or her capacity as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.

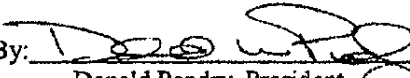
C. By or in the right of the Corporation to procure a judgment in its favor by reason of his or her being or having been a Director or Officer of the Corporation, or by reason of his or her being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him

in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

D. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

E. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation as of October 11, 2016.

By: 
Donald Pendry, President

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