

NO4000000856



ReGenesis
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Orlando, FL 32387

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-18
AC-Amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
REGENESIS MINISTRIES, INC.
Document Number N04000000856**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida not for profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted: Articles I through VI are deleted in their entirety and replaced with the following Articles I through XII:

**“ARTICLE I
NAME**

The name of this Corporation shall be REGENESIS MINISTRIES, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office of the Corporation shall be 13502 Town Center Boulevard, Orlando, Florida 32837. The mailing address shall be 13502 Town Center Boulevard, Orlando, Florida 32837.

**ARTICLE III
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation commenced corporate existence on the date the original Articles of Incorporation were filed with the Florida Department of State, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE IV
PURPOSES AND GENERAL POWERS**

This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future United States Internal Revenue Law.) The primary purpose for which this Corporation is formed is to organize and operate a ministries which glorify God and His Son, Jesus Christ, and the Holy Spirit by proclaiming through thought, word and deed the good news of the Kingdom of God in Jesus Christ.

This Corporation 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 will not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (26 U.S.C. §501(c)(3)) or under any corresponding provision of any future United States Internal Revenue Law, or (2) a corporation contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1986 (26 U.S.C. §170 (c)(2)) or any corresponding provision of any future United States Internal Revenue Law.

ARTICLE V
MEMBERSHIP

The members of this not for profit Corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The initial registered office and the registered agent of this Corporation shall be as follows:

Lisa Valeriay
8 Edinburgh Drive
Haines City, Florida 33844

The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have seven (7) directors initially. The directors shall be appointed and their number either increased or diminished from time to time as provided in the Bylaws, provided that the Corporation shall never have less than three (3) directors. The names and street addresses of the initial directors of this Corporation are:

Lisa Valeriay, Chairperson
8 Edinburgh Drive
Haines City, Florida 33844

Phil Maynard, Vice Chairperson
13522 Falcon Pointe Drive
Orlando, Florida 32837

Tom Barnes, Treasurer
2902 Eagle Lake Drive
Orlando, Florida 32837

Melody Kipp, Secretary
13136 Heather Moss Drive, #402
Orlando, Florida 32837

Tom Samuel, Director
2637 Hoffman Drive
Orlando, Florida 32837

Gary Martin, Director
3609 Ocita Drive
Orlando, Florida 32837

Linda Mobley, Director
5950 Peregrine Avenue
Orlando, Florida 32811

Directors may be removed with or without cause.

ARTICLE VIII BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE IX INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except to the fullest extent possible under law.

ARTICLE X AMENDMENT

The Board of Directors of this Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XI HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XII
EARNINGS, DISSOLUTION ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article IV hereof. 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 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, educational, 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 1986 (or the corresponding provision 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 the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECOND: The date of adoption of the above amendments was July 7, 2004.

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



Lisa Valeriy, Chairperson

7/7/04

Date

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

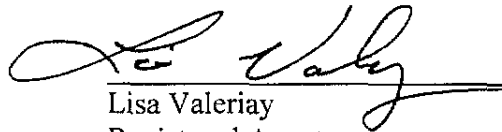
In compliance with Section 48.091, Florida Statutes, the following is submitted:

REGENESIS MINISTRIES, INC., having organized as a not for profit corporation pursuant to the laws of the State of Florida, having amended its Articles of Incorporation on July 7, 2004, with its registered office at 8 Edinburgh Drive, Haines City, Florida 33844, has named and designated LISA VALERIAY as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 7th day of July, 2004.



Lisa Valeriay
Registered Agent