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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment ~~5~~ Name Change
LBS
5-25-05

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Praise, Power and Compassion Ministries

DOCUMENT NUMBER: N04000001566

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Pastor Darrell Coleman

(Name of Contact Person)

Praise, Power and Compassion Ministries

(Firm/ Company)

P.O. Box 2044 201 Main St

(Address)

Crestview, FL 32539

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Pastor Darrell Coleman

(Name of Contact Person)

at (850) 685-6938

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED

Articles of Amendment
to
Articles of Incorporation
of

2005 MAY -5 PM 4: 34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRAISE, POWER AND COMPASSION MINISTRIES, A DOMESTIC NON-PROFIT CORPORATION
(Name of corporation as currently filed with the Florida Dept. of State)

N04000001566

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

PRAISE, POWER AND COMPASSION MINISTRIES, INC.

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language: "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Please See attachment of Amended Articles.

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: 25 April 2005

Effective date if applicable: 25 April 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(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.

Signed this 25th day of April, 2005

Signature Darrell Coleman
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Darrell Coleman

(Typed or printed name of person signing)

Pastor/Director

(Title of person signing)

FILING FEE: \$35

**Articles of Amendment
Of
Praise, Power and Compassion Ministries,
A Domestic Non-Profit Corporation**

The undersigned natural person of the age twenty-one years or more, does make and acknowledge this Certificate of Incorporation for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of Florida.

**ARTICLE I
Corporation Name**

The Name of the Corporation is Praise, Power and Compassion Ministries, Inc.

**ARTICLE II
Duration**

This Corporation is organized pursuant to the provisions of the State of Florida Nonprofit Corporation Act. The period of duration of this Corporation is perpetual, unless dissolved according to the law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

**ARTICLE III
Registered Office and Agent**

The initial street address and mailing address of the principal office and registered office of the corporation is:

201 North Main Street
P O Box 2044
Crestview, Fl 32536

The name of the initial registered agent, to be located at the registered office is:

Darrell Coleman, Pastor

ARTICLE IV
Place of Worship

The place where the Corporation shall operate as a church, and conduct its worship services, is, or at such other place or places as the Board of Trustees may from time to time properly designate.

ARTICLE V
Corporate Purposes; Powers

The purposes for which the Corporation is organized are exclusively religious, charitable and educational within the meaning of the Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law, and such purposes shall include the following:

1. Providing a place of worship and a place of fellowship for those of faith and providing training to the Disciples of Christ.
2. Developing outreach ministries to reach the world.
3. Conducting a local church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit as set forth in the Holy Bible, the irrevocable Word of God. Pursuant thereto, the following activities and guidelines shall be established.
 - (a.) A recognized Creed, Code of Doctrine, discipline and form of worship shall be established.
 - (b.) An ecclesiastical form of government shall be established.
 - (c.) A church membership based upon acceptance of a recognized creed and belief and support of the church shall be established.
 - (d.) Various religious services pursuant to a recognized creed, form of worship, code of doctrine and discipline of the church and schools for religious and educational instruction to the young and to the old shall be established.
4. As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:
 - (a.) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature of description and wherever situated.

- (b.) To sell, exchange, convey, mortgage, lease transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.
- (c.) To borrow money, and from time-to-time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, moneys borrowed or in payment for property acquired, or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.
- (d.) To invest and reinvest its funds in such stock, common or preferred bonds, debentures, mortgages, or in such other securities and property, real and personal, as it shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of 501(c)(3) of the Internal Revenue Code of 1986 and applicable regulations thereunder, as they now exist or as they may be amended.

ARTICLE VI

Management of Corporate Affairs

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors which shall have three (3) Directors initially. The number of trustees may be increased or decreased from time to time by a majority of the trustees, but at no time shall there be fewer than three (3) Directors of the Corporation.

ARTICLE VII

Initial Directors

The names and addresses of the Board of Directors of the Corporation are:

Darrell Coleman, Pastor-619 Alysheba Drive, Crestview, Fl 32539

Anthony McGriff-111B Oak Drive, Eglin AFB, Fl 32542

Samuel Bradley-431 Jillian Drive, Crestview, Fl 32536

ARTICLE VIII
Corporate Nature

This Corporation is a nonprofit corporation.

ARTICLE IX
Members

The Corporation shall not have members, and shall be governed exclusively by its Board of Directors. The manner in which the directors of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation.

ARTICLE X
Amendments

Amendments to these Articles of Incorporation may be adopted by a majority of the directors in the manner set forth in the Bylaws of the Corporation.

ARTICLE XI
Incorporator

The name and address of the incorporator is:

Darrell Coleman, Pastor-619 Alysheba Drive, Crestview, FL 32539

ARTICLE XII
Dissolution

In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the directors of the Corporation may select and designate; and in no event shall of said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such directors, for any other such purpose. Any of such assets, not so disposed of shall be disposed of by the District 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.

ARTICLE XIII

Miscellaneous

Notwithstanding any other provisions of these articles to the contrary herein, in the conduct of the affairs of the Corporation:

- (a) The Corporation shall neither have nor exercise any power, nor shall it engage directly in any activity, that would invalidate its status:
 - (1.) as a corporation which is exempt from federal income taxation as an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law); or
 - (2.) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law.
- (b.) The property of the Corporation is irrevocably dedicated to religious, educational and charitable purposes, and 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 to it and to make payments and distributions in furtherance of the purposes set forth in these Articles.
- (c.) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislations; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.
- (d.) The Corporation shall not:
 - (1.) operate for the purpose of carrying on a trade or business for profit;
 - (2.) accumulate income, invest income, or diver income, in a manner endangering its exempt status; or
 - (3.) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

(e.) The Corporation's operations are to be conducted principally in the United States of America; the Corporation also may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

In Witness Whereof, the undersigned Incorporator has hereunto set his hand in

Okaloosa County on the 25th day of April 2005.

Darrell Coleman

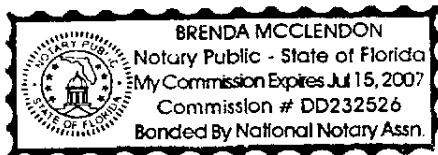
Incorporator

State of Florida

County of Okaloosa

Before me, the undersigned, a Notary Public, in and for said county and state, on this 25th day of April 2005, personally appeared Darrell Coleman, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same as his free and voluntary acts and deed for the uses and purposes therein set forth.

In testimony whereof, I hereunto subscribe my name and affix the seal of the office this 25th day of April 2005



Brenda McCleendon
Notary Public

My commission expires:

July 15 2007