

SEP-15-2009 TUE 02:18 PM

FAX NO.

P. 01/05

Division of Corporations

Page 1 of 1

**NO4000010522**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

AMN

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

9902-1

(((H09000201201 3)))



H090002012013ABCP

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : ZIMMERMAN, KISER, & SUTCLIFFE, P.A.  
Account Number : 119990000006  
Phone : (407) 425-7010  
Fax Number : (407) 425-2747

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 SEP 15 PM 4:29

FILED

**COR AMND/RESTATE/CORRECT OR O/D RESIGN**

**POINT ONE ZERO, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

RECEIVED  
2009 SEP 15 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

*Amended & Restated*  
*Art.*

*09-15-09*

((H09000201201 3)))

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**POINT ONE ZERO, INC.**

**FILED**  
09 SEP 15 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned members of the Board of Directors (the "**Board**") hereby submit these Amended and Restated Articles of Incorporation (the "**Articles**") for the purpose of amending and restating the Articles of Incorporation of POINT ONE ZERO, INC., a Florida not-for-profit corporation formed under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I**

The name of the corporation is POINT ONE ZERO, INC. (the "**Corporation**").

**ARTICLE II**

The original Articles of Incorporation of the Corporation (the "**Original Articles**") were filed with the Florida Department of State on November 4, 2004. These Articles shall supersede and replace the Original Articles in their entirety.

**ARTICLE III**

The exclusively charitable, religious, educational and/or scientific purposes for which the Corporation was formed, and the exclusively charitable, religious, educational and scientific business and objects being carried on and promoted by the Corporation, are as follows:

(i) To proclaim the Gospel of Jesus Christ. To win the lost, disciple the believer, meet the needs of the body, and empower the saint, at home and around the world.

(ii) To perform any other lawful activities permitted to corporations under the laws of the State of Florida, to the extent such activities are permitted by organizations which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as amended from time to time (the "**Code**"), and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, including the making of distributions for charitable, religious, educational and scientific purposes to organizations which are exempt from federal income tax under Section 501(c)(3) of the Code and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, and the making of distributions to states, territories or possessions of the United States or the District of Columbia, but only for charitable purposes. As used at the end of the preceding sentence, "**charitable purposes**" shall be limited to and include only religious, charitable, scientific, literary or educational purposes within the meaning of those terms as used in Section 501(c)(3) of the Code.

**ARTICLE IV**

The street address of the principal office of the Corporation is 12021 Philbrook Court, Orlando, Florida 32825.

((H09000201201 3)))

(((H09000201201 3)))

**ARTICLE V**

The street address of the Corporation's registered office is 12021 Philbrook Court, Orlando, Florida 32825. The registered agent for the Corporation at that address is William R. Hawks.

**ARTICLE VI**

The names and addresses of the current members of the Board, each of whom shall hold office until the election or appointment of their successors in accordance with the Bylaws of the Corporation, are as follows:

<u>Name</u>	<u>Address</u>
William R. Hawks	12021 Philbrook Court Orlando, Florida 32825
Shawn Bush	2513 Seabranh Street Orlando, Florida 32828-7797
Anthony M. Nardella, Jr.	315 E. Robinson Street, Suite 600 Orlando, Florida 32801

**ARTICLE VII**

The members of the Corporation shall be its directors.

**ARTICLE VIII**

(i) Subject to the provisions contained in Article III, above, the Corporation shall have all of the powers granted to not-for-profit corporations as set forth in Chapter 617, Florida Statutes, including but not limited to those granted pursuant to §617.0302, Florida Statutes. 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 Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a) of the Code.

(ii) The enumeration and definition of particular powers included in this Article VIII shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board under the laws of the State of Florida now or hereafter in force, except to the extent that the laws of the State of Florida permit activities which are not permitted under federal law for any organization which is exempt from federal income tax under Section 501(c)(3) of the Code, and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

(iii) Notwithstanding any other provision of these Articles to the contrary, (i) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers or other private persons, *except that* the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation, and to make payments and distributions in furtherance of, the purposes set forth in this Article IV; and (ii) 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

(((H09000201201 3)))

((H09000201201 3)))

the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

#### **ARTICLE IX**

It is intended that the Corporation be perpetually maintained and operated in pursuance of the purpose set forth in Article III above. However, in the event of dissolution of the Corporation, the Board 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 (a) to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time of such disposal qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code, or (b) to states, territories or possession of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable purposes. The Board shall determine how the Corporation's assets will be distributed in accordance with the foregoing sentence. Any of the Corporation's assets not so disposed of shall be disposed of by the Circuit Court located in and for Orange County, Florida, or such other court sitting in equity in the political subdivision in which the principal office of the Corporation is then located, exclusively for such purposes to such organization or organizations, as the foregoing court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE X**

The Corporation shall indemnify and hold harmless all of 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 to the fullest extent permitted under applicable law.

#### **ARTICLE XI**

The Bylaws of the Corporation are to be made, altered, or rescinded by the directors of the Corporation.

#### **ARTICLE XII**

These Articles may be amended by the act of the directors in the manner provided in the Bylaws of the Corporation.

#### **ARTICLE XIII**

The names and addresses of the original incorporators of the Corporation are:

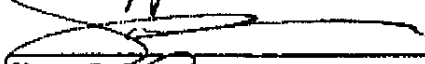
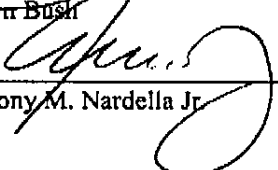
William Robert Hawks  
12021 Philbrook Court  
Orlando, Florida 32825

Shawn Bush  
2513 Seabranck Street  
Orlando, Florida 32828-7797

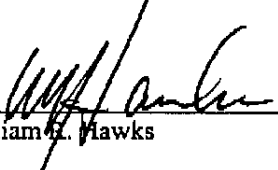
((H09000201201 3)))

(((H09000201201 3)))

IN WITNESS WHEREOF, the undersigned directors have executed these Amended and Restated Articles of Incorporation this 28 day of MAY, 2009.

  
\_\_\_\_\_  
William R. Hawks  
\_\_\_\_\_  
Shawn Bush  
\_\_\_\_\_  
Anthony M. Nardella Jr.**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for POINT ONE ZERO, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 617.0501(3).

Date: May 28, 2009  
\_\_\_\_\_  
William R. Hawks**CERTIFICATE REQUIRED BY §617.1007, FLORIDA STATUTES**

I HEREBY CERTIFY that

(i) The foregoing Amended and Restated Articles of Incorporation of POINT ONE ZERO, INC., a Florida not-for-profit corporation, do not contain any amendment requiring member approval because the Corporation is governed solely by its Board; and

(ii) The foregoing Amended and Restated Articles of Incorporation were duly adopted by the unanimous written consent of the Board of the Corporation in accordance with the Bylaws of the Corporation.

  
\_\_\_\_\_  
William R. Hawks

(((H09000201201 3)))