

N04000010838

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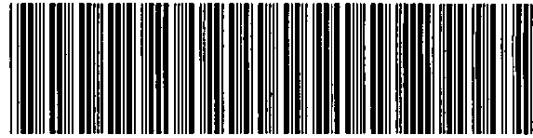
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08 JUL 14 AM 11:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amelia  
2005  
7/14/08*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Worthy Ministries International, Inc.

**DOCUMENT NUMBER:** N04000010838

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

Please return all correspondence concerning this matter to the following:

Pastor Ron Cook

(Name of Contact Person)

Worthy Ministries International, Inc.

(Firm/ Company)

25900 US Highway 27

(Address)

Leesburg, FL 34748

(City/ State and Zip Code)

For further information concerning this matter, please call:

Pastor Ron Cook

(Name of Contact Person)

at ( 352 ) 728-8580

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |                                          |                                                                                   |                                                                                                     |                                                                                                                            |
|------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

AMEND AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WORTHY MINISTRIES INTERNATIONAL, INC.

FILED  
08 JUL 14 AM 11:18  
SECRETARY OF STATE  
ALLAHABAD

Pursuant to Section 617.1001 and 617.1007, Florida Statutes, WORTHY MINISTRIES INTERNATIONAL, INC., a corporation not for profit organized and existing under the laws of the State of Florida under Articles filed in the Office of the Florida Department of State on December 01, 2004, (hereinafter the "Corporation") has adopted the following Amendment and Restatement of its Articles of Incorporation and hereby certifies as follows:

The text of the Amendment and Restatement of its Articles of Incorporation adopted by the Corporation is as follows:

ARTICLE I  
Name and Address

The name and address of the Corporation shall be WORTHY MINISTRIES INTERNATIONAL, INC. with a location as set forth as filed or amended on the annual state report.

ARTICLE II  
Duration

The Corporation shall have perpetual existence.

ARTICLE III  
Purposes

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes 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 Services law).

ARTICLE IV  
Powers

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 distributions in furtherance of the purposes set forth in Article III hereof. 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) any political campaign on behalf of any candidate for public office. 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 1986 (or the corresponding provision 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 1986 (or the corresponding provision of any future United States Internal Revenue law).
- (b) No director, officer, or private individual, shall be entitled to share in the distribution of any

- (c) corporate assets upon dissolution of the Corporation. 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, deliver all residual assets of the Corporation to one or more organizations which themselves qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Directors shall determine.
- (d) The Corporation shall not engage in any prohibited activity as defined in Florida Statute Section 617.0835, or as subsequently amended.

#### ARTICLE V Personnel

The personnel of Worthy Ministries shall be willing to work together with all believing evangelical Christians and Christian organizations.

#### ARTICLE VI Incorporator

The name and address of the original incorporator is Ronald D. Cook, 25900 US Highway 27, Leesburg, FL 34748.

#### ARTICLE VII Officers

The officers of the Corporation shall consist of a President, Vice President, a Secretary and a Treasurer and such other officers and assistant officers as the Board of Directors shall provide for in the Bylaws of the Corporation. The Board of Directors shall appoint officers by unanimous approval. Officers shall serve for a 2-year term with no limit to how many terms may be served. The Vice President shall fill any vacancy of the office of President during any term of office. Vacancies of all other officers shall be filled for the unexpired term through an appointment by the Directors at a regular or special meeting.

#### ARTICLE VIII Board of Directors

The Board of Directors shall consist of a Chairman, and at least two (2), and not more than six (6) other Directors. Directors shall agree with Worthy Ministries' By-laws and Doctrinal Statement of Faith, and be actively involved in Christian ministry. The Board of Directors shall have all the powers and duties, within the guidelines of the Articles of Incorporation and the By-laws, which are necessary and appropriate for the administration of the affairs of the corporation. Each Director shall be appointed to a 2-year term with no limit to how many terms may be served. Vacancies occurring in the Board of Directors shall be filled at the unanimous approval of the Board of Directors. New Directors of the Corporation may be appointed at any time as needed to fulfill the requirements of these By-laws.

#### ARTICLE IX Informal Action

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X  
Amendment of Bylaws and Articles of Incorporation

The Bylaws and Articles of Incorporation of the Corporation may be amended or repealed by a majority vote of the entire Board of Directors at the annual meeting or at a Special Meeting, if an intention to amend the Articles of Incorporation or Bylaws has been announced and notice given in accordance with the Bylaws.

ARTICLE XI  
Registered Office and Agent

The registered office of the Corporation shall be 25900 US Highway 27, Leesburg, FL 34748.

The registered agent shall be: Ronald D. Cook

The registered office and registered agent provided for herein may be changed from time to time in the manner provided in the bylaws.

ARTICLE XII  
Effective Date

The date that corporate existence began was December 01, 2004. The effective date of these Amended and Restated Articles of Incorporation is the date of filing with the Department of State. This election is made pursuant to F.S. 607.0123.

The amendment and restatement of the Articles of Incorporation of Worthy Ministries International, Inc. was adopted by the Board of Directors of Worthy Ministries International, Inc. effective the 4 day of JUNE, 2008.

IN WITNESS WHEREOF, the officers of Worthy Ministries International, Inc. have executed this Amendment to the By-Laws of the corporation this 4 day of JUNE 2008.

WORTHY MINISTRIES INTERNATIONAL, INC.

(CORPORATE SEAL)

By: Ronald D. Cook  
Ronald D. Cook, President

Attest:

Kathy Rivers  
Kathy Rivers, Secretary

Articles of Amendment  
to  
Articles of Incorporation  
of

Worthy Ministries International, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N04000010838

(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):**

(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)**

Amend and Restated

(Attach additional pages if necessary)  
(continued)


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08 JUL 14 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The date of adoption of the amendment(s) was: June 4, 2008

Effective date if applicable: \_\_\_\_\_  
(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.

Signature   
(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.)

Ronald Cook  
(Typed or printed name of person signing)

Pastor  
(Title of person signing)

**FILING FEE: \$35**