

NO4000010838

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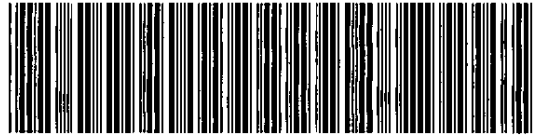
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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8/5/09
8/10/09 TL

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)

PastorRon@SPBF.ORG
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Pastor Ron Cook at (352) 728-8580
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|------------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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))

FILED
09 AUG -3 AM 10:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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:

A. If amending name, enter the new name of the corporation:

Care for Pastors, Inc.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

*(Principal office address **MUST BE A STREET ADDRESS**)*

C. Enter new mailing address, if applicable:

*(Mailing address **MAY BE A POST OFFICE BOX**)*

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>Dir</u>	<u>Donald Baugher</u>	<u>4425 Water Oak Bend</u> <u>Leesburg, FL 34748</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u> </u>	<u> </u>	<u> </u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove
<u> </u>	<u> </u>	<u> </u>	<input type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

[illegible]


The date of each amendment(s) adoption: July 1, 2009
(date of adoption is required)

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(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 7/29/09

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)

President
(Title of person signing)

AMEND AND RESTATED
ARTICLES OF INCORPORATION
OF
CARE FOR PASTORS, INC.

Pursuant to Section 617.1001 and 617.1006, Florida Statutes, CARE FOR PASTORS, 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 CARE FOR PASTORS, 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 Care for Pastors 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 Care for Pastors' 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 Care for Pastors, Inc. was adopted by the Board of Directors of Care for Pastors, Inc. effective the 1st day of July, 2009.

IN WITNESS WHEREOF, the officers of Care for Pastors, Inc. have executed this Amendment to the By-Laws of the corporation this 1st day of July, 2009.

CARE FOR PASTORS, INC.

(CORPORATE SEAL)

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

Attest:

Kathy Rivers
Kathy Rivers, Secretary