

N05000012295

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EDIFY MINISTRIES, INC.

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March 31, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EDIFY MINISTRIES, INC.
17001 SEADY PINES DR.
LUTZ, FL 33548US

SUBJECT: EDIFY MINISTRIES, INC.
REF: N05000012295

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Teresa Brown
Regulatory Specialist II

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AMENDED & RESTATED ARTICLES OF INCORPORATION
OF
EDIFY MINISTRIES, INC.

The undersigned subscriber to these Amended & Restated Articles of Incorporation, a natural person competent to contract, hereby files the same to amend and restate, and supersede in the entirety, the Electronic Articles of Incorporation For Edify Ministries, Inc., a corporation not for profit previously formed on January 1, 2006 under Chapter 617 of the Florida Statutes.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the corporation created hereby (the "Corporation") shall be: **EDIFY MINISTRIES, INC.** The initial principal office of the Corporation shall be located at 17001 Shady Pines Drive, Lutz, Florida 33548, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be 17001 Shady Pines Drive, Lutz, Florida 33548, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

ARTICLE II

PURPOSES

The Corporation is organized exclusively for charitable, religious, educational, or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, including without limitation, the following activities: instructing others in Christian morals and concepts, as individuals and as groups, especially in cross-cultural situations, by introducing them to, or increasing their knowledge of, the Holy Bible, and teaching them to practice in their daily lives the principles contained in the Holy Bible, by providing Bible studies, Bible study aids, Bible courses, theology and ministry skills, and devotional materials; and providing counseling to prevent suicide, sexually transmitted diseases, substance abuse, and similar social ills, and assisting with recovery from such problems.

ARTICLE III

POWERS

The Corporation shall possess all powers allowed by law, including but not limited to, the powers hereinafter described.

- (a) To exercise all rights and powers conferred by laws of the State of Florida applicable

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to corporations of this character, including but not limited to the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal, and proceeds of any such property.

(b) To purchase, invest, acquire, own, hold, reinvest, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, invest, acquire, own, hold, reinvest, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership;

(c) To receive assistance, money, real or personal property and any other form of contributions from any person, firm or corporation, or any organization, ministry, or church, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;

(d) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors of the Corporation;

(e) To use or distribute, in the manner, form and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions received by it in the furtherance of its stated purposes, in a manner that assures that money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes;

(f) To contract and be contracted with and to sue and be sued;

(g) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;

(h) To apply the whole or any part of the income and principal of the Corporation, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor laws or regulations (collectively, the "Internal Revenue Code");

(i) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to, the powers described in Chapter 617 of the Florida Statutes; and

(j) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary.

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The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the religious purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

DURATION AND EXISTENCE

The existence of the Corporation began on January 1, 2006, and the existence of the Corporation shall be perpetual.

ARTICLE V

SUBSCRIBER

The name and address of the subscriber is: Frank Fenby
17001 Shady Pines Drive
Lutz, Florida 33548

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be conducted by a President, a Treasurer, and a Secretary, and such other officers designated and authorized by the Board of Directors.

The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the bylaws of the Corporation.

ARTICLE VII

DIRECTORS

The Corporation shall be governed by a Board of Directors. The number of directors serving on the Board of Directors, the election or appointment of directors, and the fixing of the time and place for holding special and annual meetings shall be as provided in the bylaws of the Corporation.

The initial directors shall be:

Frank Fenby	David Hacquebord	Steve Overton	William F. Daines II
17001 Shady Pines Dr	4802 Wynwood Dr	3121 Lakestone Dr	2815 Ormandy Ct
Lutz, FL 33548	Tampa, FL 33615	Tampa, FL 33618	Tampa, FL 33618

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION

These Amended & Restated Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the bylaws of the Corporation. Notwithstanding the foregoing, any amendment or amendments shall be consistent with the purposes for which the Corporation was created.

ARTICLE IX

CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds for religious purposes related to the Christian faith or for purposes stated in Section 501(c)(3) of the Internal Revenue Code. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. 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 as set forth herein.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509 of the Internal Revenue Code during any period, the Corporation, during such period:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from

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taxation under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE X

DISPOSITION OF ASSETS

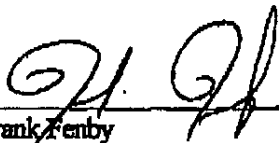
In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of 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.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The registered agent and the registered office for the Corporation are as follows: Frank Fenby, 17001 Shady Pines Drive, Lutz, Florida 33548.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amended & Restated Articles of Incorporation on March 30, 2010 for the uses and purposes therein stated, to be effective as of April 1, 2010, and certifies that the same were adopted by the Board of Directors since there are no members entitled to vote on the same.



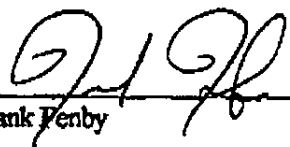
Frank Fenby

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR
EDIFY MINISTRIES, INC.**

Pursuant to Chapter 617 of the Florida Statutes, **EDIFY MINISTRIES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, hereby designates Frank Fenby, 17001 Shady Pines Drive, Lutz, Florida 33548, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for **EDIFY MINISTRIES, INC.**, at the place designated above, I hereby consent to act in this capacity, and hereby agree to comply with the laws of the State of Florida relative to said office.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Frank Fenby