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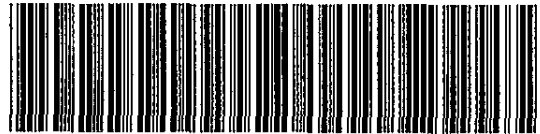
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended

Restated

58

**HAVENS &
MILLER,**

**P.L.L.C.
ATTORNEYS AT LAW**

OFFICE LOCATIONS:

BLUEWATER BAY, FL
DESTIN, FL
NEW ORLEANS, LA

Jason E. Havens

Attorney at Law

Member, The Florida Bar

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Estate Planning

Master of Laws (LL.M.) in
International Taxation
(Emphasis: International
Estate Planning)

Creator, Legal Research for
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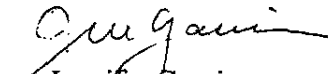
March 17, 2006

Re: Amended Articles

Dear Karen Beyer:

Enclosed, please find Amended Articles of Incorporation for NCF Corporation. We would like these to be filed as quickly as possible, and thank you for your help in this. Please feel free to call me at 850-897-6733 if you have any questions.

Best Regards,


Jennifer Garcia
Legal Assistant

NCF CORPORATION
Amended and Restated Articles of Incorporation
dated March 15, 2006
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMED AND RESTATED ARTICLES OF INCORPORATION OF
NCF CORPORATION,
A Florida Corporation Not for Profit

Pursuant to the provisions of Section 617.1007, Florida Statutes, NCF CORPORATION, a Florida corporation not for profit (sometimes referred to as the "Corporation"), adopts the following Amended and Restated Articles of Incorporation:

FIRST: Amendment adopted:

The Articles of Incorporation of this Corporation shall be amended and superseded in their entirety effective as of the filing of this amendment and restatement to read as follows:

**ARTICLE 1
NAME**

The name of the corporation is NCF CORPORATION ("the Corporation").

**ARTICLE 2
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of the Corporation are as follows:

1408 North West Shore Boulevard
Suite 504
Tampa, Florida 33622

**ARTICLE 3
PURPOSES**

3.1 Charitable Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time ("the Code"). The specific purposes for which the Corporation is formed are as follows:

(i) To support and carry out the charitable and educational functions of the National Christian Charitable Foundation, Inc. ("NCCF"), by providing financial support and other aid to NCCF, and to its beneficiaries as directed by NCCF, as a supporting organization described in Section 509(a)(3) of the Code.

(ii) To perform such other acts and conduct such other activities as NCCF may direct or request.

3.2 Receipt of Property. In furtherance of such purposes, the Corporation may receive property by gift, devise, or bequest; invest or reinvest the same; and apply the income from and the principal of all such property as the Board of Directors may from time to time determine, either directly or through grants or contributions to any charitable organization as provided in the By-Laws of the Corporation, exclusively for charitable or educational purposes.

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Amended and Restated Articles of Incorporation
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3.3 Other Lawful Acts or Activities. The Corporation may engage in any other lawful act or activity permitted under the Florida Not For Profit Corporation Act to the extent that such act or activity is permitted by the By-Laws of the Corporation and Section 501(c)(3) of the Code.

ARTICLE 4

DIRECTORS AND MANNER OF ELECTION OR APPOINTMENT

The Board of Directors shall be vested with the management and control of the affairs of the Corporation. There shall be at least three Directors, who shall be elected or appointed as provided in the By-Laws of the Corporation. A majority of the Board of Directors shall at all times consist of individuals appointed by NCCF.

ARTICLE 5

CORPORATE POWERS AND THEIR LIMITATION

The corporate powers of this Corporation are as provided in Sections 617.0302 and 617.0303, Florida Statutes, as amended from time to time, except insofar as such powers are inconsistent with the qualification or continued qualification of the Corporation as an organization exempt from taxation under Section 501(c)(3) of the Code and classified as a supporting organization under Section 509(a)(3) of the Code.

ARTICLE 6

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are as follows:

Jason E. Havens
Havens & Miller, P.L.L.C.
4400 East Highway 20, Suite 211
Niceville, FL 32578

ARTICLE 7

DIRECTORS

The names and street addresses of the initial Directors of the Corporation are as follows:

David H. Wills	1100 Johnson Ferry Road, Suite 900 Atlanta, GA 30342
Terry Parker	1100 Johnson Ferry Road, Suite 900 Atlanta, GA 30342
Gregory L. Sperry	1100 Johnson Ferry Road, Suite 900 Atlanta, GA 30342

Additional and future Directors shall be elected or appointed as provided in the By-Laws of the Corporation.

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Amended and Restated Articles of Incorporation
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ARTICLE 8 OFFICERS

The names and street addresses of the initial officers of the Corporation are as follows:

President:	1100 Johnson Ferry Road, Suite 900
David H. Wills	Atlanta, GA 30342
Sr. Vice President:	1100 Johnson Ferry Road, Suite 900
Terry Parker	Atlanta, GA 30342
Secretary:	1100 Johnson Ferry Road, Suite 900
Kenneth M. Bowers	Atlanta, GA 30342
Treasurer:	1100 Johnson Ferry Road, Suite 900
David D. Johnson	Atlanta, GA 30342
Vice-President, Donor	1100 Johnson Ferry Road, Suite 900
Relations:	Atlanta, GA 30342
Pamela K. Segars	

Additional and future officers shall be elected or appointed as provided in the By-Laws of the Corporation.

ARTICLE 9 OPERATIONS OF CORPORATION

In addition to the provisions of the By-Laws of the Corporation, the following mandatory provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, shall govern at all times:

9.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or officer of the Corporation, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth above in Article 3.

9.2 No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of Florida). Further, the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

9.3 During any period of time for which the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Directors must make distributions at such time and in such manner so as not to subject the Corporation to taxation under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section

NCF CORPORATION

Amended and Restated Articles of Incorporation

dated March 15, 2006

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4941(d) of the Code), from investing in or retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to taxation under Section 4943 of the Code, from making or any investments or otherwise acquiring assets in such manner so as to subject the Corporation to taxation under Section 4944 of the Code, from retaining any assets which would subject the Corporation to taxation under Section 4944 of the Code if the Directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

9.4 Despite any other provision of these Articles of Incorporation, the Corporation shall not:

(a) directly or indirectly carry on any activity which would (1) prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Code or (2) cause it to lose such exempt status, or

(b) carry on any activity not permitted to be carried on by an organization described in Section 509(a)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

9.5 In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses of such payment, be distributed to NCCF. If NCCF is not then qualified as an exempt organization under Section 501(c)(3) of the Code, the remaining assets and property shall be distributed as the Board of Directors shall determine to such organizations specified in the By-Laws of the Corporation that are then so qualified. In no event shall any of such assets or property be distributed to any Director or officer of the Corporation, or to any private individual.

**ARTICLE 10
PERIOD OF EXISTENCE**

The period of existence of the Corporation is perpetual.

SECOND: This amendment does not provide for an exchange, reclassification, or cancellation of membership or any other kind of units.

THIRD: The date of this amendment's adoption is March 15, 2006.

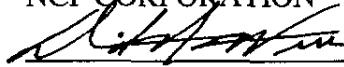
FOURTH: Adoption of the Amendment(s): The amendment(s) was or were approved by the Board of Directors. The number of votes cast for the amendment(s) was or were sufficient for approval. There are no members.

[SIGNATURES CONTINUED ON NEXT PAGE]

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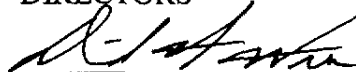
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NCF CORPORATION

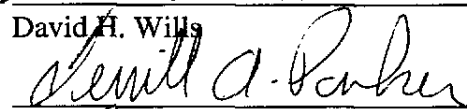


By: David H. Wills
Its: President

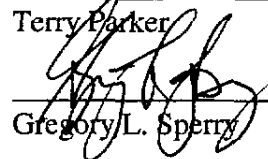
DIRECTORS



David H. Wills



Terry Parker



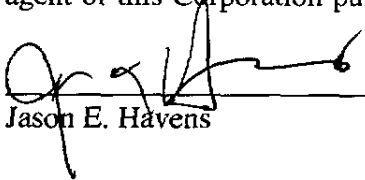
Gregory L. Sperry

(The remainder of this page is intentionally left blank.)

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned accepts appointment as registered agent of this Corporation pursuant to
Section 617.0501, Florida Statutes.



Jason E. Havens