

ND6000005311

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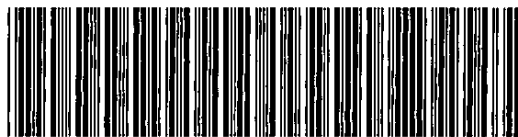
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2006 DEC 26 AM 9:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. Ouellette JAN 02 2006

COVER LETTER

TO: Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Name of Corporation: Women of the Well Ministries, Inc

Document Number: N06000005311

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

Please return all correspondence concerning this matter to the following:

Patricia Appleby
841 Maple Springs Lane
Jacksonville, FL 32221

For further information concerning this matter, please call:

Patricia Appleby at (904) 962-3356

Enclosed is a check for the following amount: \$43.75 Filing Fee & Certified Copy

**ARTICLES OF AMENDMENT
To
ARTICLES OF INCORPORATION
Of
WOMEN OF THE WELL MINISTRIES, INC**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

Article I: Article I was amended and adopted by Women of the Well Ministries, Inc to read:
NAME

"The name of the corporation is Women of the Well International Ministries, Inc."

Article II: Article II was restated and adopted by Women of the Well Ministries, Inc to read:
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business address is:

841 Maple Springs Lane
Jacksonville, FL 32221

The mailing address of the corporation is:

P.O. Box 37482
Jacksonville, FL 32236

Article III: Article I was amended and adopted by Women of the Well Ministries, Inc to read:
PURPOSE

"This corporation was organized exclusively for charitable, religious, education purposes, including but not limited to, providing a religious educational ministry specifically to women for establishing and enhancing of women's ministries through local new testament churches by assimilation, leadership development and training of ministry volunteers; providing resources for women's Bible study and resources for support/crisis intervention for women serving in cross-cultural ministries; and through short-term mission trips designed to assist wives of missionaries and national pastors; and to exercise all other powers conferred upon it by its charter or by the applicable nonprofit bylaws as the same may be hereinafter amended."

Article IV: Article IV was amended, restated and adopted by Women of the Well Ministries, Inc to read:

MANNER OF ELECTION OF DIRECTORS

The manner in which directors are elected or appointed is:

"The Directors are elected or appointed as stated in the Bylaws and through the annual meeting."

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TALLAHASSEE

Article V: Article V was amended, restated and adopted by Women of the Well Ministries, Inc to read:

REGISTERED AGENT

The name of the registered agent and street address is:

Patricia K Appleby
841 Maple Springs Lane
Jacksonville, FL 32221

Article VI: Article VI was amended, restated and adopted by Women of the Well Ministries, Inc to read:

INCORPORATOR

The name and address of the incorporator is:

Patricia Appleby
841 Maple Springs Lane
Jacksonville, FL 32221

Article VII: Article VII was amended, restated and adopted by Women of the Well Ministries, Inc to read:

DIRECTORS

The initial directors of the corporation are:

Title: President/Director
Patricia K Appleby
841 Maple Springs Lane
Jacksonville, FL 32221

Title: Director
Charles T Shoemaker
10482 Hamlet Terrace
Jacksonville, FL 32221

Title: Director
Grace Shank
1302 Random Ridge Dr
Westminster, Maryland 21157

Article VIII: Article VIII was amended, restated and adopted by Women of the Well Ministries, Inc to read:

EFFECTIVE DATE

The effective date for this corporation shall be May 16, 2006

Article IX: This article has been added and adopted by Women of the Well Ministries, Inc:

DURATION

This Corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

Article X: This article has been added and adopted by Women of the Well Ministries, Inc:

TAX PROVISIONS


- A. No part of the net earnings of the Corporation or its related mission ministries shall inure to the benefit of, or be distributable to its members, trustees, 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 Three hereof.
- B. No substantial part of the activities of the Corporation shall be for the perpetrating of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by: 1) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or 2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XI: This article has been added and adopted by Women of the Well Ministries, Inc:

DISSOLUTION

"Upon the dissolution of the corporation, all of the organization debts shall be satisfied and all of the assets shall be distributed to such other, non-profit religious corporations as are in agreement with the letter and spirit of the statement of doctrinal beliefs contained in the Bylaws, and for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the common Pleas Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

There are no members or members entitled to vote on the amendments. The board of directors adopted the amendments as stated above.

 12-19-06
Signature of President Dated

Patricia K Appleby, President