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09 APR 29 PM 3:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED  
6/6/09

**Florida Division of Corporations**

Dear Sir /Madame:

In order to obtain a 501 (c) (3) status with the Internal Revenue Department we were asked to include the amendments that are attached. I have added them to our Article of Incorporations and have attached singularly as well since I was not quite certain of what needed to do.

Your timely response of approval will be greatly appreciated.

Florence Howell  
1724 E. Fern St.  
Tampa Florida, 33610

Phone 813-238-0998 home, Office 813- 238-4359

A handwritten signature in black ink, appearing to read 'Florence Howell', with a stylized, cursive script.

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** By the Grace of God Ministries Inc.

**DOCUMENT NUMBER:** Ein# 20-4926337

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

Please return all correspondence concerning this matter to the following:

Florence Howell

(Name of Contact Person)

By the Grace of God Minist

(Firm/ Company)

1724 E. Fern Street

(Address)

Tampa , Florida, 33610

(City/ State and Zip Code)

For further information concerning this matter, please call:

Florence Howell

(Name of Contact Person)

at ( 813 ) 238-4359

(Area Code & Daytime Telephone Number)

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

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$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 C  
Tallahassee, FL 32301

**By The Grace Of God Ministries Inc. EIN# 20-4926337**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**CONSTITUTION AND BY-LAWS  
OF  
By the Grace of God Ministries, Inc.**

FILED  
09 APR 29 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1- OFFICES**

The principal office of By the Grace of God Ministries Inc, or the corporation shall be at 6400 North 15<sup>th</sup> St, Tampa Florida 33610 of the County of Hillsborough of the state of Florida. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

**ARTICLE 11 - PURPOSE**

The name of the organization shall be 'By the Grace of God Ministries, Inc. . . . By the Grace of God Ministries Incorporated was organized for the following purposes:

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 ( c ) ( 3 ) of the Internal revenue Code, or corresponding section of any future federal tax code.

1. For the Church, the Body of Christ, to Worship and serve God
2. For the Church, the Body of Christ, to carry out the great commission of our Lord Jesus Christ as stated in Saint Matthew 28:19.
3. For the Church, the Body of Christ, to search and study the bible, the scriptures
4. For the Church, the Body of Christ, to share the Good News of Jesus Christ
5. For the Church, the Body of Christ, to serve the needs of the community
6. For the Church, the Body of Christ, to fellowship one with another
7. For the Church, the Body of Christ, to mentor and reproduce leaders

**ARTICLE 111 - MEMBERSHIP**

The basis for local union with this organization shall be in accordance with the scripture Acts 2:38-42. Any one who repents and confesses Jesus Christ as Lord and Savior. Any member of the Christian faith /the Universal body of Christ qualifies an individual for membership in this organization.

**By The Grace Of God Ministries Inc. EIN# 20-4926337**

**A. Admission Procedure**

Applicants for membership shall be required to confess the fundamentals of the Christian faith and support the objectives of the ministry. This profession of the fundamentals of the Christian faith and the pledge of support may be to the Board of Directors, to the CEO or to an appointed representative of the Board or to the organization's body at a conveniently appointed time.

**B. Membership Responsibility**

1. To uphold the Christian faith
2. To work diligently for the kingdom of God.
3. Participate in and vote on business brought before the membership
4. Complete and sign a membership application
5. A member in good standing

A member in good standing will have the privilege of having a voice in town meetings, annual meetings and committee meetings, however all decisions will be finalized and approved by the Board of the corporation that it deems necessary.

**C. Children of Members**

Parents have the responsibility to raise their child/children in Christian principles until the child becomes matured to make his/her own confession of faith. Children are not automatic voting members nor are they members on the parents profession of commitment. They will be considered preparatory members.

In order to be inclusive and not exclude our young people from the life of the ministry children may enter into organization providing they meet the following criteria:

1. Affirmed their acceptance of Christ as Lord and Savior before the elders of the Ministries, the organization's body or the CEO.
2. They are 12 years or older

**D. Termination of Membership with By the Grace of God Ministries Inc.**

Membership may be terminated in the following ways:

- A. By Transfer
- B. By death
- C. By Request
- D. Inactivity

**By The Grace Of God Ministries Inc. EIN# 20-4926337**

Membership may be terminated if a member fails to be an active participant with the organization for a period of six months. The exception will be if the inactivity is due to health or other reasons acceptable to the official Board.

**D. Membership Meetings**

1. The annual membership meeting will be held annually on the 4<sup>th</sup> Thursday of January except if such day be a legal holiday. Then in that event the directors shall fix a day not more than two weeks from the date fixed by these by-laws. The secretary shall cause to be mailed to every member in good standing at his/her address as it appears on the membership roll book of the corporation a notice stating the time and place of the annual meeting.
2. Regular meetings shall be held on the 1<sup>st</sup> Thursday of the 1<sup>st</sup> month of each quarter or on the 1<sup>st</sup> Thursday of the month announced by the Directors of the corporation by mail, e-mail or telephone.
3. The presence at any membership meeting of not less than 51 % of the membership written in the book of the corporation shall constitute a quorum, however a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by the by-laws. The secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting not originally called. A quorum as here in before set shall be required at any adjourned meeting.
4. A membership roll listing the members as of the record date, certified by the secretary of the Corporation shall be produced at any meeting of members upon the request of any member who has given written notice to the corporation that such request shall be made 10 days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

**E. Special Meetings.**

1. Special meetings of the corporation may be called by the Directors. The secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place, and purpose of the meeting and by whom called.
2. No other business except that which was specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

**D. Fixing Record Date:**

**By The Grace Of God Ministries Inc. EIN# 20-4926337**

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment or any rights, or for the purpose of any other actions, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than (50) fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

**E. Actions by Member Without a meeting**

1. Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote.

**F. Proxies**

1. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him/her by proxy.
2. Every proxy must be signed by the member or his attorney –in fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

**G. Order of Business.**

1. The order of business at all meetings shall be as follows:
  - (a.) Roll call
  - (b.) Reading of the minutes of the preceding meeting
  - (c.) Reports of committee
  - (d.) Reports of officers
  - (e.) Old and unfinished business
  - (f.) New business
  - (g.) Good and welfare
  - (h.) Adjournment.

**By The Grace of God Ministries Inc. EIN# 20-4926337**

**ARTICLE 1V – DIRECTORS**

**A. Management of the Corporation**

1. The corporation shall be managed by the board of directors which shall consist of not less than three directors. Each director shall be at least 20 years of age.

**B. Election and Term of Directors**

1. At each annual meeting of members the membership shall elect directors to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal.

**C. Increase and Decrease in number of Directors.**

1. The number of directors may be increased or decreased by vote of the members or by a vote of a majority of all the directors. No decrease in number of directors shall shorten the term of any incumbent director.

**D. Newly Created Directorships and Vacancies**

1. Newly created directorships resulting from an increase in the number of directors and vacancies occurring on the board for any reason except the removal of directors without cause may be filled by a vote of the majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

**E. Removal of directors**

1. Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members.

**F. Resignation**

1. A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall be effective upon receipt thereof by the board or such office, and the acceptance of the resignation shall not be necessary to make it effective.

**By The Grace Of God Ministries Inc. EIN# 20-4926337**

**G. Quorum of Directors.**

1. Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or any specified item of business.

**H. Action of the Board**

1. Unless otherwise required by law, the vote of the majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the actor of the board. Each director present shall have one vote.

**I. Place and Time of Board Meetings**

1. The board shall hold its meetings at the office of the incorporation or at such places, either within or without the state, as it may from time to time be determined.

**J. Regular Annual Meeting**

1. A regular annual meeting of the board shall be held immediately following the annual meeting of members at the place of such annual meeting of members.

**K. Notice of the Board Adjournment**

1. Regular meetings of the board may be held without notice as such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be cancelled by the president upon three days notice to each director personally, by mail, wire, or E-mail. Special meetings shall be called by the secretary or the president in a like manner on written request of two directors. Notice of meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meetings without protesting prior thereto or at its commencement, the lack of notice to him.

**L. Chairman**

1. At all meetings of the board the president, or in his absence, a chairman chosen by the board shall preside.

**M. Executive and other Committees**

1. The board, by resolution adopted by the majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

**By The Grace of God Ministries Inc. EIN# 20-4926337**

**ARTICLE V. – OFFICERS**

**A. Officers, Election , Term**

1. Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or more vice- presidents, a secretary and a treasurer, and such other officers as it may determine; who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board following the annual meeting of the members. Each officer shall hold office for the term for which he is elected or appointed and until such successor has been elected or appointed and qualified.

**B. Removal, Resignation, Salary**

1. Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board may, in its discretion, elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary. The salaries of all officers shall be fixed by the board.

**C. President**

1. The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and of the board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

**D. Vice – President**

1. During the absence or disability of the president, the vice president, or if there are more than one, the executive vice- president, shall have all the powers and functions of the president. Each vice-president shall perform such duties as the board shall prescribe.

**E. Treasurer**

1. The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit funds in the name of the corporation in such bank or trust company as the directors may elect; he shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes, and other orders for the payment of money , which shall be duly authorized by the board of directors and shall be countersigned by the president.

**By The Grace Of God Ministries Inc. EIN# 20-4926337**

2. The treasurer shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the members, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

**F. Assistant – Treasurer.**

1. During the absence or disability of the treasurer, the assistant treasurer, or if there are more than one, the one so designated by the secretary or by the board, shall have the powers and functions of the treasurer.

**G. Secretary**

1. The secretary shall keep the minutes of the board of directors and also the minutes of the members. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidentals to his office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and time when they became members.

**H. Assistant Secretary**

1. During the absence or disability of the secretary, the assistant secretary, or if there are more than one, the one so designated by the secretary or by the board, shall have the powers and functions of the secretary.

**I. Sureties and Bonds**

1. In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

**By The Grace Of God Ministries Inc. EIN# 20-4926337**

**ARTICLE V1**

**ARTICLE – CONSTURCTION**

If there is any conflict between the provisions of the certificate of incorporation and these by-laws , the provision of the certificate of incorporation shall govern.

**ARTICLE – AMENDMENTS**

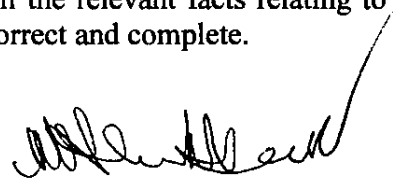
The by –laws may be adopted, amended or replaced by the members at the time they are entitled to vote in the election of directors. By-laws may also be adopted, amended, or repealed by the board of directors, however, any by-laws adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any by-law regulating an impending election of directors is adopted, amended, or repealed by the board, there shall be set forth in the notice of the meeting of members for election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

**ARTICLE – DISOLUTION**

In the event of dissolution of this organization all remaining assesses will be used exclusively for exempt purposes. Said assets will be used for religious purposes. Upon dissolution of the organization, assets shall be distributed 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 shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Under penalties of perjury, I declare that I have examined this information, including accompanying documents , and, to the best of my knowledge and belief, the information contains all the relevant facts relating to the request for the information, and such facts are true, correct and complete.

Signature: 

Florence Howell

The date of each amendment(s) adoption: 4/23/2009

Effective date if applicable: 4/23/2009

(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 4-23-09

Signature Delilah M. Grayson  
(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)

Delilah M. Grayson  
(Typed or printed name of person signing)

Board member  
(Title of person signing)