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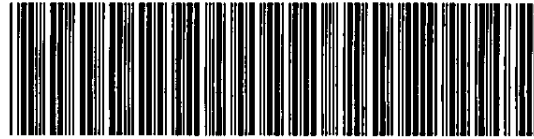
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Amend
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07 MAR 16 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROPHECTIC HARVEST MINISTRIES INTERNATIONAL, INC 71-1014505

PROPHECTIC HARVEST MINISTRIES INTERNATIONAL, INC

9010 SW 52ND ST
COOPER CITY, FL 33328

TEL: 954-680-0191

FAX: 786-524-7973

Date: 3/12/07

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
(850) 487-6052

**RE: ARTICLES OF AMENDMENT, PROPHECTIC HARVEST MINISTRIES
INTERNATIONAL, INC.**

Dear Sirs/Madam:

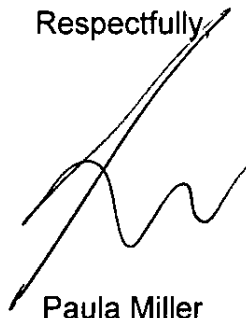
Enclosed are (2) two originals of the Articles of Amendment of PROPHECTIC HARVEST MINISTRIES INTERNATIONAL, INC For filing purposes pursuant to the provisions of section 617.1006, Florida Statutes. **Also enclosed is a check for \$35.00 to cover filing fees.**

Please send a stamped copy of the Articles of Amendment to

Paula Miller
PROPHECTIC HARVEST MINISTRIES INTERNATIONAL, INC
9010 SW 52ND ST
Cooper City, FL 33328

ATTACH \$35.00 CHECK OR MONEY ORDER HERE

Respectfully,

A handwritten signature in black ink, appearing to be 'Paula Miller', written over a diagonal line.

Paula Miller

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
PROPHETIC HARVEST MINISTRIES INTERNATIONAL, INC**

Pursuant to the provisions of section 617.1006, Florida Statutes, The undersigned Florida non-profit corporation adopts the following articles of amendment to its articles of incorporation.

AMENDED ADOPTED ARTICLE IX ADDED

ADDITIONAL PROVISIONS

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) 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.

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

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TALLAHASSEE, FLORIDA

PROPHECTIC HARVEST MINISTRIES INTERNATIONAL, INC 71-1014505

On motion and by unanimous vote by the board of directors, the preceding articles of amendment of PROPHECTIC HARVEST MINISTRIES INTERNATIONAL, INC were adopted. There are no members or members entitled to vote on the amendments.

The date of adoption of the amendment was: Date: 3/12/07

PROPHECTIC HARVEST MINISTRIES INTERNATIONAL, INC

Aldene Dundas

Aldene Dunbas, Secretary

**BY-LAWS AND MINUTES
OF MEETING OF BOARD OF DIRECTORS
OF
PROPHETIC HARVEST MINISTRIES
INTERNATIONAL, INC**

**MINUTES OF MEETING OF BOARD OF DIRECTORS
OF
PROPHETIC HARVEST MINISTRIES INTERNATIONAL, INC**

The Board of Directors of PROPHETIC HARVEST MINISTRIES INTERNATIONAL, INC held a meeting on 3/12/07, 2007 at 5:00 pm

The following directors, constituting a quorum of the full board, were present at the meeting:

Paula Miller

Aldene Dunbas

Steven Clarke

The following director (s) were absent:

CORPORATE TAX EXEMPTIONS

The Chairperson announced that an application for recognition of exemption under section 501(c) (3) of the Internal Revenue code will be prepared by **GUY GARMAN ACCOUNTING MINISTRIES**, a corporation, and the primary contact for the Internal Revenue Service will be **Guy Garman** an "authorized Representative" as stated on the application and Form 8821. RESOLVED FURTHER that the application and all supporting documents will be reviewed by the board of directors for any errors and/ or omissions before submitting to the Internal Revenue Service. RESOLVED FURTHER, that When the organizations advance ruling period ends in 5 years, the organization will provide updated information about our public support by completing Form 8734. RESOLVED FURTHER, that an application for State Tax exemption along with a registration statement under state charitable solicitation laws if applicable will also be prepared by GUY GARMAN ACCOUNTING MINISTRIES, a corporation, and reviewed by the board of directors before submitting to the state.

BYLAWS

There was then presented to the meeting for adoption a proposed set of Bylaws of the corporation. The Bylaws were considered and discussed and, on motion duly made and seconded, it was unanimously RESOLVED, that the Bylaws presented to this meeting be and hereby are adopted as the Bylaws of the corporation; RESOLVED FURTHER, that the Secretary of this corporation is directed to see that a copy of the Bylaws is kept at the corporation's principal office.

ELECTION OF OFFICERS

The Chairperson then announced that the next item of business was the election of officers. Upon motion, the following persons were unanimously elected to the offices shown after their names:

Paula Miller President

Aldene Dunbas Secretary

Steven Clarke Treasurer

Each officer who was present accepted his or her office. Thereafter, the President presided at the meeting as Chairperson of the meeting, and the Secretary of the corporation acted as secretary of the meeting.

PRINCIPAL OFFICE

After discussion as to the exact location of the corporation's principal office for the transaction of business in the county named in the Bylaws, upon motion duly made and seconded, it was RESOLVED, that the principal office of this corporation shall be located at 9010 SW 52 ST.

Cooper City, FL 33328

BANK ACCOUNT

Upon motion duly made and seconded, it was RESOLVED, that the funds of this corporation shall be deposited with a local bank. RESOLVED FURTHER, that the Treasurer of this corporation be and hereby is authorized and directed to establish an account with said bank and to deposit the funds of this corporation therein.

RESOLVED FURTHER, that any officer, employee or agent of this corporation be and is authorized to endorse checks, drafts or other evidences of indebtedness made payable to this corporation, but only for the purpose of deposit.

RESOLVED FURTHER, that all checks, drafts and other instruments obligating this corporation to pay money shall be signed on behalf of this corporation by any one or more of the following persons:

Paula Miller

Aldene Dunbas

Stephen Clarke

RESOLVED FURTHER, that said bank be and hereby is authorized to honor and pay all checks and drafts of this corporation signed as provided herein RESOLVED FURTHER, that the authority hereby conferred shall remain in force until revoked by the Board of Directors of this corporation and until written notice of such revocation shall have been received by said bank. RESOLVED FURTHER, that the Secretary of this corporation be and hereby is authorized to certify as to the continuing authority of these resolutions, the persons authorized to sign on behalf of this corporation and the adoption of said bank's standard form of resolution, provided that said form does not vary materially from the terms of the foregoing resolutions.

COMPENSATION OF OFFICERS

There followed a discussion concerning the compensation to be paid by the corporation to its officers. Upon motion duly made and seconded, it was unanimously RESOLVED that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties. Resolved Further that the corporation would seek outside counsel for establishing what is reasonable and commensurate. RESOLVED FURTHER, officers and directors will disqualify themselves from all votes pertaining to their own salaries. RESOLVED FURTHER, the corporation will set up a full **CONFLICT OF INTEREST POLICY** and a "Accountable Reimbursement policy (monthly reimbursements) and an Officer employment agreement.

RESOLVED FURTHER, following annual salaries if any to be paid to the officers of this corporation:

Paula Miller None

Aldene Dunbas None

Steven Clarke None

Since there was no further business to come before the meeting, on motion duly made and seconded, the meeting was adjourned.

Dated: 3/12/07

Aldene Dunbas
Aldene Dunbas Secretary