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DIVISION OF CORPORATION
12 AUG 23 PM 1:20

Amend
1a 8/23/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PROPHECY COUNTDOWN INC.

DOCUMENT NUMBER: N06241

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

Please return all correspondence concerning this matter to the following:

MICHAEL J FAEHNER

(Name of Contact Person)

M. FAEHNER, ESQ. LLC

(Firm/ Company)

600 BYPASS DRIVE, STE 208

(Address)

CLEARWATER, FL 33764

(City/ State and Zip Code)

mfaehner@mfaehner.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael J Faehner

(Name of Contact Person)

at (727) 443-5190

(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 Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of
PROPHECY COUNTDOWN INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 AUG 23 PM 1:20

(Name of Corporation as currently filed with the Florida Dept. of State)
N06241

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

n/a

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

2612 East Bay Isle Drive SE

St. Petersburg, FL 33705

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

2612 East Bay Isle Drive SE

St. Petersburg, FL 33705

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Michael J. Faehner, Esq.

New Registered Office Address:

600 Bypass Drive, Suite 208

(Florida street address)

Clearwater

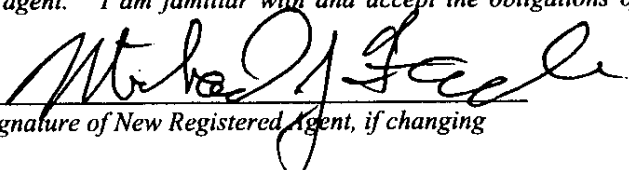
(City)

Florida 33764

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
P/D	Dianne Osborne	2612 East Bay Isle Drive SE St. Petersburg, FL 33705	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
VP/D	John Osborne	2612 East Bay Isle Drive SE, St. Petersburg, FL 33705	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
S/T/D	Edith Tokics	35922 Gatch Rd. Eustis FL 32726	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See attached.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There is no text or other markings on the paper.

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
FOR
PROPHECY COUNTDOWN, INC.**

ARTICLE I
Name of Corporation

The name of this not-for-profit corporation shall be PROPHECY COUNTDOWN INC.

ARTICLE II
Principal Office

The principal office and mailing address of the corporation is located at 2612 East Bay Isle Drive SE, St. Petersburg, FL 33705.

ARTICLE III
Purposes

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The corporation is to be formed exclusively for charitable, educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law. Specifically, the corporation is to spread the faith and message of the Gospel of Christ through the teachings of the Seventh-day Adventist Church and to give away free literature, offer Bible studies, and support local missionary outreach projects in order to promote the happiness and well being of members of the community by inspiring people. In furtherance of these purposes, the corporation may engage in any lawful act or activity for which corporations may be organized under the Florida Not-For-Profit Corporation Act.

ARTICLE IV
Duration

The corporation shall have perpetual duration.

ARTICLE V
Powers

This corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however,

that none of the powers granted to this corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the corporation has been formed as set in Article III.

ARTICLE VI

Prohibited Acts

This corporation shall operate exclusively for charitable, educational, and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, in the course of which operation:

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 herein.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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 (a) by 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 (b) 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 VII

Dissolution

The corporation may be dissolved with the assent given in writing and signed by not less than two thirds (2/3) of the voting membership. Upon dissolution of the corporation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue Code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 VIII

Board of Directors and Officers

The management of the affairs of this corporation is vested in its Board of Directors which shall consist of not less than three (3) members. All members of the Board shall be elected or appointed in the manner and for the terms prescribed in the Bylaws of the corporation, and shall hold office until their respective successors are duly elected or appointed. The Board of Directors, at its annual meeting, shall elect a President, Vice President, Secretary and a Treasurer, and such other officers and Directors as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. The officers of the corporation shall have such duties as may be specified by the Board or by the Bylaws of this corporation.

ARTICLE IX

Board of Directors and Officers

The Board of Directors and its officers shall be comprised of the following individuals, each of whom is to hold office until the first election to be held under the provisions of the Articles or the provisions of the Bylaws:

Pastor John Osborne- Vice President
2612 East Bay Isle Drive SE, St. Petersburg, FL 33705

Dianne Osborne-President
2612 East Bay Isle Drive SE, St. Petersburg, FL 33705

Edith Tokics- Secretary/Treasurer
35922 Gatch Rd., Eustis FL 32726

Alan Scott-Director
16444 N. 56th Place, Scottsdale, AZ 85254

ARTICLE X

Bylaws

The Bylaws of the corporation shall be adopted by the initial Board of Directors, as constituted under Article IX above, at the organizational meeting of the Board, and said Bylaws may thereafter be amended, by the affirmative vote of at least two thirds (2/3) of the Board of Directors present and voting.

ARTICLE XI
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by the affirmative vote of at least two thirds (2/3) of the Board of Directors of this corporation, present and voting, at any meeting of the Board of Directors called specifically for that purpose.

ARTICLE XII
Registered Agent

The name of the registered agent of this corporation is Michael J. Faehner, Esq. and is located at 600 Bypass Drive, Suite 208, Clearwater, FL 33764 in Pinellas County, Florida.

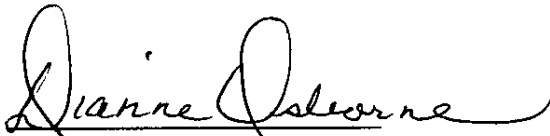
ARTICLE XIII
Indemnification

The corporation shall indemnify any officer or Director, or any former officer or Director, to the fullest extent permitted by law.

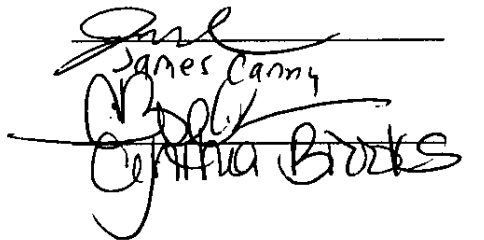
ARTICLE XIV
Incorporators

The name and address of the incorporator is:
Rev John Wesley Osborne, Jr.
865 Fifth Avenue South, Naples, FL

IN WITNESS WHEREOF, the undersigned incorporators have executed these Amended Articles of Incorporation this 20 day of August, 2012.


Dianne Osborne

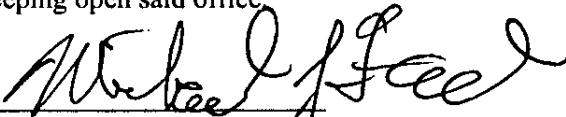
In the Presence Of:


James Cammy
Cynthia Brooks

ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service of process for PROPHECY COUNTDOWN INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.



Michael J. Fachner, Registered Agent

In the Presence Of:



The date of each amendment(s) adoption: August , 2012

Effective date if applicable: August , 2012 (date of adoption is required)
(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 August 20 , 2012

Signature Dianne Osborne
(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)

Dianne Osborne
(Typed or printed name of person signing)

President
(Title of person signing)