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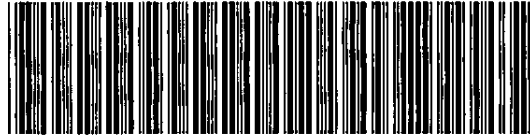
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Smethurst Ministries, Inc.

DOCUMENT NUMBER: N07000004405

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

Please return all correspondence concerning this matter to the following:

Jason Kochen

(Name of Contact Person)

Smethurst Ministries, Inc.

(Firm/ Company)

PO Box 566

(Address)

Cape Canaveral, FL 32920

(City/ State and Zip Code)

jason@smethurstministriesusa.com

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

For further information concerning this matter, please call:

Linda Crawford

321

269-8938

at

(Name of Contact Person)

(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

Smethurst Ministries, Inc.

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

Smethurst Ministries, Inc.

(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:

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)

700 S. Courtenay Pkwy

Merritt Island FL 32952

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

PO Box 566

Cape Canaveral, FL 32920

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:

Jason Kochen

700 S. Courtenay Pkwy

(Florida street address)

New Registered Office Address:

Merritt Island

(City)

Florida 32952

(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

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ALLAHAS@FLORIDA.GOV

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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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	<u>D</u>	<u>Gene A Loyd</u>	<u>3698 Muirfield Dr</u>
<input type="checkbox"/> Add			<u>Titusville, FL 32780</u>
<input checked="" type="checkbox"/> Remove			<u></u>
2) <input type="checkbox"/> Change	<u>D</u>	<u>David Smethurst</u>	<u>77 Ontario Crescent</u>
<input checked="" type="checkbox"/> Add			<u>Parkinson</u>
<input type="checkbox"/> Remove			<u>Queensland 4115, Australia</u>
3) <input type="checkbox"/> Change	<u>D</u>	<u>Jason Kochen</u>	<u>700 S. Courtenay Pkwy</u>
<input checked="" type="checkbox"/> Add			<u>Merritt Island FL 32952</u>
<input type="checkbox"/> Remove			<u></u>
4) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input type="checkbox"/> Remove			<u></u>
5) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input type="checkbox"/> Remove			<u></u>
6) <input type="checkbox"/> Change	<u></u>	<u></u>	<u></u>
<input type="checkbox"/> Add			<u></u>
<input type="checkbox"/> Remove			<u></u>

See Attached

The date of each amendment(s) adoption: May 19, 2015, if other than the date this document was signed.

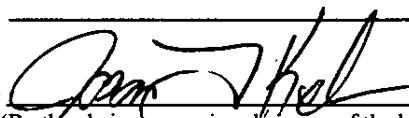
Effective date if applicable: May 19, 2015
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 December 3, 2015

Signature 
(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)

Jason Kochen

(Typed or printed name of person signing)

Director

(Title of person signing)

ARTICLE of AMENDMENT to ARTICLES of INCORPORATION

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be **Smethurst Ministries, Inc.** The business of the corporation may be conducted as **Smethurst Ministries, Inc.** or **David Smethurst**.

1.02 Affiliation

Smethurst Ministries, Inc. has been a ministry of River of Life Church from May 1st 2007 through to the present. Rev. Dave Smethurst has served under the covering of River of Life Church, Merritt Island, FL as our resident evangelist since May 1st, 2007.

1.03 Nature of Amendment

This amendment is to record the transition of **Smethurst Ministries, Inc.** into its own charitable entity apart from any other affiliation or covering. Until such time, **Smethurst Ministries, Inc.** will remain under the covering of River of Life Church.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

2.02 Effective Date

The effective date of incorporation is May 1, 2007.

ARTICLE III

PURPOSE

3.01 Purpose

Smethurst Ministries, Incorporated is a non-profit corporation and shall operate exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the

Internal Revenue Code, or the corresponding section of any future Federal tax code. **Smethurst Ministries, Inc.** is dedicated to the following purpose(s):

- a. Rev. David Smethurst of **Smethurst Ministries, Inc.** preaches in a wide variety of U.S. based churches for the purpose of equipping Christians in Evangelism, ministering to the hurting, convincing many of their need for the Lord Jesus, and inspiring a mind-set of global ministry through missions.
 - i. Business and leadership seminars in the USA – Ogden, Champaign, Urbana. Bloomington IL
 - ii. Marriage enrichment and improving family relationships with wives, teenagers and children – everywhere **Smethurst Ministries, Inc.** visits.
 - iii. Helping the poor and homeless in places like Bloomington IL and Brooklyn NY – counseling and food provision.
 - iv. Counseling lonely Slavic immigrants in places like Sacramento, CA; Seattle, Tacoma and Lynnwood, WA; Columbus, OH; Jacksonville, Northport and Clearwater, FL.
- b. **Smethurst Ministries, Inc.** currently manages 48 orphanages and 2 Centers for homeless children in the nations of Latvia and Ukraine.
- c. **Smethurst Ministries, Inc.** founder/director, David Smethurst, provides chaplaincy and counseling services at the Olympics and Paralympics as well as for NATO military schools and seminars in Eastern Europe.
- d. **Smethurst Ministries, Inc.** operates “Mercy Missions” in Eastern Europe, Africa and the Middle East. These projects provide aid and religious and educational seminars for the homeless and teens in Latvia and Ukraine, AIDS victims in Southern Africa and migrants in the Middle East.

Smethurst Ministries, Inc. may at times, per the discretion of the board of directors, provide internship or volunteer opportunities in which individuals, not otherwise associated with **Smethurst Ministries, Inc.**, will be involved in the above mentioned activities and programs.

3.02 Public Benefit

Smethurst Ministries, Inc. is designated as a Public Benefit and Religious Corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Smethurst Ministries, Inc. is organized exclusively for charitable and educational 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 codes.

Smethurst Ministries, Inc. is not organized, and shall not be operated, for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of **Smethurst Ministries, Inc.** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of **Smethurst Ministries, Inc.**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **Smethurst Ministries, Inc.** hereunder shall be selected by the discretion of a majority of the managing body of the **Smethurst Ministries, Inc.** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **Smethurst Ministries, Inc.** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings of **Smethurst Ministries, Inc.**, properties of the directors of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to directors, officers or other private person or individual, 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 III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Smethurst Ministries, Inc. shall be governed by its board of directors.

5.02 Directors

The initial directors of the corporation were Gene Loyd, Ned LaWarre and Kim LaWarre. The current directors of the corporation shall be **David Smethurst** (77 Ontario Crescent, Parkinson, Queensland 4115, Australia), **Ned LaWarre**, **Kim LaWarre**, and **Jason Kochen** (700 S. Courtenay Pkwy, Merritt Island FL 32952).

5.03 Founder and Initiator

This amendment also makes note that David Smethurst is considered the Founder of Smethurst Ministries, Inc. and that Ned LaWarre is considered the Initiator.

ARTICLE VI

MEMBERSHIP

6.01 Membership

Smethurst Ministries, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

700 S. Courtenay Parkway, Merritt Island, FL 32952

The mailing address of the corporation is:

PO Box 566, Cape Canaveral, FL 32920

ARTICLE IX

Appointment of registered agent

9.01 Registered Agent

The registered agent of the corporation shall be:

Jason Kochen, 700 S. Courtenay Pkwy, Merritt Island FL 32952

ARTICLE X

INCORPORATOR

The initial incorporator of the corporation is **Ned LaWarre, 8065 Windover Way, Titusville FL 32780.**

Adoption of Articles of Incorporation

The above stated Articles of Incorporation of **Smethurst Ministries, Inc.** were approved by the board of directors on **Tuesday, May 19, 2015** and constitute a complete copy of Articles of Incorporation of **Smethurst Ministries, Inc.**

Jason Kochen, Director and Registered Agent
700 S. Courtenay Pkwy, Merritt Island FL 32952

Acknowledgment of consent to appointment as registered agent

I, **Jason Kochen**, agree to be the registered agent for **Smethurst Ministries, Inc.** as appointed herein and I am familiar with the obligations of the position.

Registered Agent: _____

Date: 12/13/15