

NO7000004799

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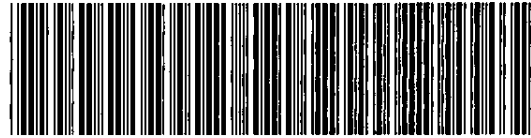
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Amended & Restated

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2011 NOV 22 AM 10:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOOR
11/28/11

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DON KISTLER MINISTRIES, INC.**

FILED

2011 NOV 22 AM 10:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617, Florida Statutes, Don Kistler Ministries, Inc., a Florida Not for Profit Corporation, adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Don Kistler Ministries, Inc.

ARTICLE II - PERIOD OF DURATION

The period of duration of the Company shall be perpetual, commencing upon execution of the Articles of Organization.

**ARTICLE III - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation is 14222 Portrush Drive, Orlando, Florida 32828, and the mailing address of the corporation is Post Office Box 781135, Orlando, Florida 32878.

ARTICLE IV - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for religious, charitable, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, the publication of Christian literature, instructional material and audio/visual media that is no longer in print or not otherwise commercially feasible.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. 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 to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

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

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation.

(i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V - ELECTION OF DIRECTORS

The Board of Directors of the corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons. The initial members of the Board of Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Don Kistler	14222 Portrush Drive Orlando, Florida 32828
Charles Deandrade	14499 Dulce Real Fort Pierce, Florida 34951
Tom Patton	2801 Lakewood Trace Birmingham, Alabama 35242
Stefan Herzog, Jr.	277 Whitesand Court Casselberry, Florida 32707

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the corporation is 171 Circle Drive, Maitland, Florida 32751, and the name of the registered agent of this corporation at that address is Jonathan W. Shirley. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INDEMNIFICATION

The Corporation may, in the discretion of the Board of Directors, indemnify an officer or director, or any former officer or director, to the fullest extent permitted by law.

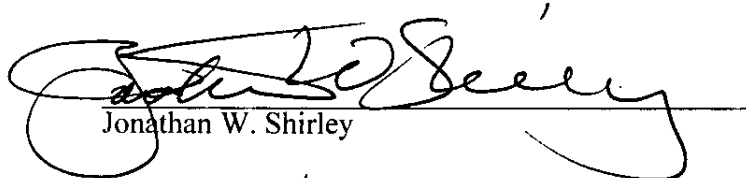
ARTICLE VIII- DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code and Paragraph A of Article IV of these Articles of Incorporation, as determined within the discretion of the then existing Board of Directors. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 that are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

* * * * *

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.


Jonathan W. Shirley

Date: 11/18/2011

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
DON KISTLER MINISTRIES, INC.**


Pursuant to the provisions of Section 617.1006, Florida Statutes, Don Kistler Ministries, Inc., a Florida Not For Profit Corporation (the "Corporation") hereby amends and restates its Articles of Incorporation as provided in Exhibit A, attached hereto and incorporated herein by reference.

The Amended and Restated Articles of Incorporation of Don Kistler Ministries, Inc. were duly adopted by all of the Directors of the Corporation on November 18, 2011.

The Amended and Restated Articles of Incorporation of Don Kistler Ministries, Inc. were approved by the unanimous consent of the Members of the Corporation on November 18, 2011, which unanimous consent was sufficient for the adoption of these Amended and Restated Articles of Incorporation of Don Kistler Ministries, Inc. by the Corporation.

IN WITNESS WHEREOF, the undersigned as a Director of the Corporation has executed these Articles of Amendment to Articles of Incorporation this 18th day of November, 2011.

DON KISTLER MINISTRIES, INC., a Florida Not
For Profit Corporation

By: 
Don Kistler, Director