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DIVISION OF CORPORATIONS  
08 DEC 19 AM 9:16

Amended/Restated  
@ 12/19/08



**DENNIS G. BREWER, SR.  
& ASSOCIATES, P.C.**

A Professional Corporation

Dennis G. Brewer, Sr.\*

Justin E. Ewert

Andy Howard †

Erica L. LeBlanc \*\*\*

Mark McClelland †

Steven Williams \*\*†

Melody Downs, Firm Administrator

David A. Harden, Exec. Asst. to Dennis G. Brewer, Sr.

Michelle Green, Paralegal to Dennis G. Brewer, Sr.

December 9, 2008

**Attn: Wanda Cunningham**

Florida Secretary of State

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

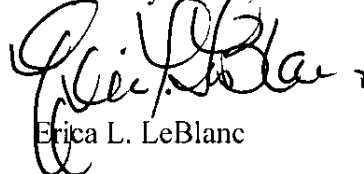
**Re: Filing of Amended and Restated Articles of Incorporation of Colby Weaver's  
Unveiled Ministries, Inc.**

Dear Ms. Cunningham:

Enclosed please find an original and one copy of the *Amended and Restated Articles of Incorporation of Colby Weaver's Unveiled Ministries, Inc.*, which now contains a statement regarding the date of adoption, approval and ratification of the amendment by the members of the Board of Directors per the letter from your department of November 12, 2008. Please file said amendment and returned a file-stamped copy to me in the stamped, self-addressed envelope provided herewith. I previously provided a check in the amount of \$35.00 for the filing fee of the requested document, which was retained by your office to cover the associated fee.

Thank you for your assistance in this matter. Should you have any questions or comments, please do not hesitate to contact me.

Very Truly Yours,



Erica L. LeBlanc

**Enclosures**

FAWWEAVER, COLBY (Female)\Ltrs\08.12.09 Ltr to FL Sec of St encl Amended AO1 with revision.doc

\* Chief Counsel of Texas Affiliate of American Center for Law and Justice (A.C.L.J.) Jay Sekulow CMET Counsel

\*\* Board Certified Civil Trial Law / Board Certified Personal Injury Trial Law

\*\*\* Licensed in Both Louisiana and Texas

† Of Counsel



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 12, 2008

DENNIS G. BREWER, SR. & ASSOCIATES  
ATTN: ERICA L. LEBLANC  
222 WEST LAS COLINAS - SUITE 1325-EAST  
IRVING, TX 75039

SUBJECT: COLBY WEAVER'S UNVEILED MINISTRIES, INC.  
Ref. Number: N08000001259

We have received your document for COLBY WEAVER'S UNVEILED MINISTRIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 108A00056913

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
COLBY WEAVER'S UNVEILED MINSTRIES, INC.**

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**ARTICLE 1  
NAME**

The name of this 501(c)(3) Non-profit Florida ParaChurch Ministry is COLBY WEAVER'S UNVEILED MINISTRIES, INC.

**ARTICLE 2  
DURATION**

The duration of this Corporation shall be perpetual.

**ARTICLE 3  
REGISTERED OFFICE AND AGENT**

The street address of the principal office of the Corporation is 3000 South John Young Parkway Orlando, Florida 32805. The name of the registered agent at this office is PASTOR JON MARKS whose address at First Baptist Church of Orlando, 3000 South John Young Parkway, Orlando, Florida 32805, 407-514-4292; or the Church's main number is 407-425-2555; the Church's main fax number is 407-425-2954; [jonmarks@firstorlando.com](mailto:jonmarks@firstorlando.com); the Church's website is [www.myfirstorlando.com](http://www.myfirstorlando.com) or [www.fbcorlando.org](http://www.fbcorlando.org).

**ARTICLE 4  
HOW DIRECTORS ARE ELECTED OR APPOINTED**

Directors are elected by the Board of Director at the Annual Meeting each year pursuant to procedures set forth in the Bylaws.

**ARTICLE 5  
BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors of the Corporation. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, professionals, and employees of the Corporation, as deemed appropriate from time to time.

The number of directors may be increased or decreased by the Board or by amending the Articles of Incorporation or the Bylaws, any of which shall have the same force and effect. However, the initial number of directors shall be five (5) but no more than fifteen (15) and may

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not be decreased to less than three (3). The names and street addresses of the current directors are as follows:

Colby Weaver  
8261 Tivoli Drive  
Orlando, Florida 32836

Pastor Jon Marks  
3000 South John Young Parkway  
Orlando, Florida 32805

Dewey Weaver  
2301 Tower Drive  
Monroe, Louisiana 71201

Al Denson  
3803 War Neal Road  
Bells, Texas 75414

Nan Cummings  
2301 Tower Drive  
Monroe, Louisiana 71201

The Directors shall set forth rules and regulations for meetings and notice requirements. The annual meeting for this Corporation shall take place during the month of February of each year unless changed by the President.

Directors shall be natural persons, but need not be residents of Florida.

The Chairman of the Board of Directors and the President are one and the same. All future directors will be elected or appointed and live in accordance with tenets of faith and ordinances and be selected in the manner prescribed by the Bylaws and ARTICLE 4 hereinabove.

## **ARTICLE 6 NONPROFIT CORPORATION**

The Corporation is a Florida Nonprofit ParaChurch corporation organized under the Florida Non-profit Act ("Act") and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) and Section 170(b) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

## **ARTICLE 7 DISSOLUTION**

Dissolution. "Dissolution" means the complete disbanding of the Corporation so that it no longer functions as a corporate entity. Upon the dissolution of the Corporation, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Corporation shall be paid and discharged or adequate provision shall be made therefore; (2) assets held by the Corporation upon condition requiring return, transfer, or conveyance, which conditions occur by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws), and are engaged in activities substantially similar to those of the corporation; this distribution shall be done pursuant to a plan adopted by the Board of Directors; and (4) any assets not otherwise 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, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Corporation's Statement of Faith and basic form of government.

## **ARTICLE 8 PURPOSES**

2.01. Tax Exemption. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and Section 170(b) of the Code.

2.02. Specific Objectives and Purposes. The Corporation is organized and shall be operated exclusively for religious, charitable and educational lawful purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future Federal Tax Code, and within the meaning of the Florida Tax Code, or any corresponding section of any future Florida Tax Code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

(a) THE INITIAL INSPIRATION AND PRIMARY PURPOSE OF THIS CORPORATION IS TO TEACH, EXHORT, GUIDE, AND COUNSEL GIRLS BETWEEN THE 6<sup>TH</sup> AND 12<sup>TH</sup> SCHOOL YEARS AND COLLEGE, THAT THEY WILL SPIRITUALLY AND INTELLECTUALLY UNDERSTAND THE GOSPEL OF THE LORD JESUS CHRIST AND THEIR PURPOSE IN THIS LIFE AND IN THE

WORLD TO COME AND TO REMOVE THE VEILS THAT OBSCURE THE TRUTH AND CONSEQUENCES OF SIN AND TO CLEARLY EXPOSE DARKNESS AND IDENTIFY THEIR ENEMY AND GLORIFY THEIR REFUGE AND SALVATION, AND TO ASSIST, TEACH, AND TRAIN YOUTH PASTORS THROUGHOUT THE WORLD;

(b) The purposes of the organization shall be those purposes hereinafter articulated and any one or more of the following: charitable, benevolent, religious, eleemosynary, patriotic, civic, missionary, and educational, including the conduct of worship events and the carrying on of sacerdotal functions associated with a Christian Ministry, including ordination and licensing of ministers of the gospel of Jesus Christ and the carrying on of apostolic activities throughout the World;

(c) To establish and operate a charitable, benevolent, religious, eleemosynary, patriotic, civic, missionary, and educational organization for the purpose of teaching of the Bible or Bible-related topics in, without limitation, schools, college or university campuses, and other public or private venues; conducting, without limitations, seminars, classes, camps, revivals, retreats, and other presentations for purposes of teaching, preaching or otherwise communicating the gospel, Christian Bible and Bible-related topics; preparing and distributing literature, visual and audio communications, and materials for the furtherance of the gospel of Jesus Christ, Bible and Bible-related topics; and otherwise promoting and furthering the gospel, Bible and Bible-related topics;

(d) To SPREAD THE GOSPEL OF JESUS CHRIST by any lawful means and media possible, as determined by the Board of Directors of the Corporation;

(e) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation of parachurch ministries, charity, school, or eleemosynary institutions, without limitation;

(f) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes within the State of Florida and elsewhere;

(g) To make distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended;

(h) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable, educational activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income and/or principal thereof, and to devote the same to the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or

accomplishment of the purposes of this Corporation to sell for wholesale and retail Christian books, tapes, t-shirts, other Christian items and merchandise;

(i) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and the Internal Revenue Code Section 501(c)(3), including without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise lawfully dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein; and

(j) To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

## **ARTICLE 9 POWERS**

Except as otherwise provided in these Articles of Incorporation, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above, but not for their services as an officer and/or director.

## **ARTICLE 10 RESTRICTIONS AND REQUIREMENTS**

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

1. The Corporation shall not pay dividends or other corporate income to its directors or officers or anyone else or otherwise accrue distributable profits or permit the realization of private gain even from unrelated business income, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any other activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for tax exemption under Internal Revenue Code Section 501(C)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(C)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:



(a) Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree;

(b) Serve a private interest other than one that is clearly incidental to an overriding public interest according to the Corporation's General Council;

(c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures;

(d) Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office and doing so is in excess of insubstantial. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities;

(e) Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures;

(f) Distribute its assets on dissolution other than for one or more exempt purposes;

(g) Permit any part of the net earnings of the Corporation to inure to the benefit of any private shareholder or member of the Corporation or any private individual, save and except "reasonable compensation";

(h) Carry on an unrelated trade or business except as a secondary purpose that produces no more than 20% of the Corporation's gross income.

(i) Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest; and

(j) Do any act in violation of Section 4958 of the Internal Revenue Code of 1986.

2. In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal Tax Laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal Tax Laws.

## **ARTICLE 11 MEMBERSHIP**

The Corporation shall have no members save and except the members of the Board of Directors; this Corporation is not a church.

## **ARTICLE 12 LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a Statute of the State of Florida and as provided in the Bylaws.

## **ARTICLE 13 INDEMNIFICATION**

Except as may be defined and limited by the Bylaws, the Corporation shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director, attorney, CPA, accountant, consultant, officer, employee, control person, or other person related to the Corporation. The Corporation may provide a trust fund, insurance or other arrangement to fund this contingent liability. Further, the Board of Directors has authority to "pay as they go" if necessary rather than indemnify.

## **ARTICLE 14 CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

## **ARTICLE 15 ACTION BY WRITTEN CONSENT**

The Corporation, if taking action by written consent in lieu of a meeting, shall attempt to obtain the unanimous written consent of all persons entitled to vote. Notwithstanding the foregoing, any required or permissible act may be taken without a meeting by use of written consents signed by no less than the number of directors whose vote would be necessary to take action at a fully attended meeting, according to the Bylaws. A consent signed by less than all of the directors is not effective to take the intended action unless consents, signed by the minimum required number of persons, are delivered to the Corporation within sixty (60) days after the date the earliest dated consent is delivered to the Corporation. Each written consent must set forth the action to be taken and bear the date of signature of each person signing it. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is

made to the Corporation's principal place of business, the consent must be addressed to the president. Such meetings may be held totally or partially telephonically.

The Corporation will give prompt notice of the intended action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

## **ARTICLE 16 AMENDMENT**

These Articles may not be amended in any way without the approval of a majority of the members of the Board of Directors.

## **ARTICLE 17 INTEGRATED AUXILIARIES**

The corporation is authorized to cover an unlimited number of integrated auxiliaries. In addition, the corporation shall have the power and duty to elect and replace one (1) Director at its sole discretion of each integrated auxiliary. One (1) Director may serve as a Director of all or any number of integrated auxiliaries.

## **ARTICLE 18 MANDATORY ARBITRATION**

In keeping with 1 Corinthians 6:1-8, all disputes which may arise (1) between any adherent and the Corporation, itself, or (2) between any Pastor, officer, director, employee, volunteer, agent, or other member of the Corporation, shall be resolved by and in accordance with the then existing ***Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation***. If efforts to conciliate or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on all parties, and all parties shall submit themselves to the personal jurisdiction of the courts of Florida, both State and Federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorneys' fees, related to any mediation, conciliation or arbitration proceeding. Binding Christian is not appealable and confidentiality is mandatory.

If a dispute results in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Corporation and the insurer's agreement to honor any mediation, conciliation or arbitration award up to applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Corporation and shall in no way affect the authority of the Corporation to investigate reports of misconduct,

conduct hearings, or administer discipline of employees, staff, licensed and ordained ministers, licensed or ordained by this Corporation.

On November 24, 2008, these Amended and Restated Articles of Incorporation were approved, adopted and ratified by a majority of the members of the Board of Directors.

WITNESS the hand of Dennis G. Brewer, Sr., Incorporator, this the 8<sup>th</sup> day of December, 2008.

  
Dennis G. Brewer, Sr., Incorporator