

NO8000002137

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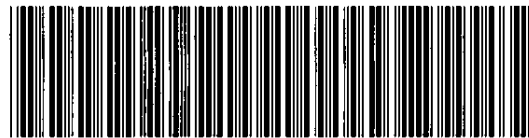
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*Amended and  
Restated Art*

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10 NOV 15 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Roberts NOV 16 2010

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** God Will Ministries, Inc.

**DOCUMENT NUMBER:** N08000002137

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

Please return all correspondence concerning this matter to the following:

Donald Passaro

(Name of Contact Person)

God Will Ministries, Inc.

(Firm/ Company)

6475 NW 54TH LOOP

(Address)

OCALA FL 34482

(City/ State and Zip Code)

dpassaro@emsclaims.com

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

For further information concerning this matter, please call:

Donald Passaro

(Name of Contact Person)

at ( 352 ) 861-0225

(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

## **TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: GOD WILL MINISTRIES, INC.**

Enclosed are the Amended and Restated Articles of Incorporation

**FROM:       DONALD V. PASSARO  
              AND  
              BETTY J. PASSARO  
              6475 N.W. 54<sup>th</sup> LOOP  
              OCALA, FL 34482  
              PH: 352-861-0225**

Amended and Restated  
ARTICLES OF INCORPORATION  
OF  
GOD WILL MINISTRIES, INC.

FILED

10 NOV 15 PM 12:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators, of a corporation under and in compliance with Chapter 617 of the Florida Statutes, Florida Not For Profit Corporation Act, Article 617.0203 hereby adopt the following Articles of Incorporation:

**ARTICLE I      NAME**

The name of the corporation shall be:  
**God Will Ministries, Inc.**

**ARTICLE II:    PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
**6574 N.W. 54<sup>th</sup> Loop, Ocala, Florida 34482.**

**ARTICLE III:   PURPOSE**

The purpose for which the corporation is organized is:

**Section 1. IRC Section 501(c)(3) Purposes.**

**GOD WILL MINISTRIES**, hereinafter referred to as "GOD WILL" and/or "THE MINISTRY", is organized exclusively for any lawful purpose to retain nonprofit status as set forth in the most current Internal Revenue Code, and to act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida, its municipalities, county governments, and the United States in order to accommodate the purpose, mission, and vision of God Will Ministries, Inc.

The primary objectives and purposes of The Ministry shall include, but not be limited to, the following:

(a) To promote and provide for opportunities for relationship among it's members, affiliate ministers, and affiliate ministries by establishing and maintaining a network wherein they can continue to develop and expand through relationships and resources; ministries and events which further the kingdom of God;

(b) To develop a framework and the establishment of a school of ministry to provide for the continued spiritual, academic, professional, and ministerial growth & development of its members, students and affiliates. To print, publish, distribute and sell books, magazines, tapes, CD's and other literature in any way connected with the purposes of this organization;

(c) To establish at home (USA) and abroad (International) schools, ministries, and facilities, to include but not be limited to; places of worship, for education (both academic centered and ministerial focused), for distribution center/s (religious material, food, waters, building materials, etc.), multi-media

communications (including television, radio and internet/intranet), housing for the needy, and children's orphanages and any/all other means that will assist in the advancement of the mission of The Ministry and the "Great Commission" (ref: By Laws Article V, Section 1., paragraph (e) );

(d) To promote the spiritual, academic and ministerial growth & development of The Ministry members, its students, and its affiliates as a charitable, educational, and religious institution with ordaining authority for the establishing of deacons/deaconesses, ministers, and the five-fold ministries of teacher, pastor, evangelist, prophet, and apostle;

(e) To provide opportunities and avenues to serve and minister to our local community, our state, our nation and the international community in our response to the "Great Commission", (accordance to Mark 16:15 and Matthew 28:18-20 of the Holy Bible) "Go therefore and make disciples of all the nations, baptizing ... and teaching..."

(f) To provide a framework and a forum for the growth and expansion of The Ministry in the local, state, national and international communities;

(g) To provide a venue for social interaction (fellowship) of its members, students, staff and affiliates;

(h) To set an example for and be a mentor to the members, the students of The Ministry, the affiliates of The Ministry, and to our community;

(i) To be ambassadors and ministers of the gospel of our Lord Jesus Christ;

(j) To make a positive difference in all of the communities in which The Ministry becomes involved;

(k) To solicit funds, collect monies, receive gifts and bequests, and otherwise raise money to fulfill the stated purposes. To expend, contribute, disburse, and otherwise handle and dispose of The Ministry funds. To purchase, lease, rent, acquire, own, hold in trust, use, sell, convey, mortgage, or otherwise dispose of any real estate or chattels as may be necessary to hold in trust properties for stated purposes. To borrow money, issue bonds, debentures, notes, or other obligations secure for monies so borrowed or in payment for property, or any of the purposes stated under Article V.

(l) To govern itself according to the Articles of Incorporation of The Ministry and its By Laws.

(m) To establish home meetings for the purpose of neighborhood evangelism, developing relationships among members, and providing oversight and edification to ministry members.

(n) To engage in any other affairs in the interest of The Ministry;

(o) To operate exclusively in any other manner for such charitable, educational and civic purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1953, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

(p) The Ministry shall further have unlimited power to engage in and do any lawful act not inconsistent with God Will Ministries, Inc. non-profit, tax-exempt status.

(q) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

## ***Section 2. Limitation on Activities.***

No substantial part of the activities of this corporation shall be the carrying on of 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 provisions of the By-Laws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

## ***ARTICLE IV: MANNER OF ELECTION***

The manner in which the directors are elected or appointed:

The Board of Directors shall consist of the incorporator of God Will Ministries, Inc., Donald V. Passaro and his wife, Betty J. Passaro. They will have permanent positions on the Board of Directors. Donald Passaro will serve as Chairperson of the corporation until he dies, resigns, or is removed for misconduct (By-Laws Article VII, Section 4, paragraph a-2). Betty Passaro shall serve as Co-Chairperson of The Ministry until she dies, resigns, or is removed for misconduct (By-Laws Article VII, Section 4, paragraph a-2). The Chairperson/s shall nominate leaders at-large, who are presently serving in the capacity of ministerial leadership at God Will Ministries, Inc. and/or Honorary Members (By-Laws Article VI, Section 4, paragraph c) to fill vacant positions on the board as needed. The Board of Directors shall either approve or disapprove the nominees. The board shall have no less than three (3) members and no more than six (6) (By Laws Article VII, Section 2, paragraph A) at any given time. The terms of office for board members are outlined in the By-Laws Article VII, Section 3.

## ***ARTICLE V: INITIAL DIRECTORS***

The name and address of the Initial Directors for the Corporation shall be:

Chairperson: Donald V. Passaro 6475 N.W. 54<sup>th</sup> Loop, Ocala, FL 34482

Co-Chairperson: Betty J. Passaro 6475 N.W. 54<sup>th</sup> Loop, Ocala, FL 34482

Vice-Chairperson: John Shatzer 849 Cartier Drive, Canal Fulton, OH 44614

Vice-Chairperson: H. Jeanne Shatzer 849 Cartier Drive, Canal Fulton, OH 44614

Vice-Chairperson: Francis X. Marzullo 1300 Weymouth Drive, Deland, FL 32724

Secretary: Betty J. Passaro

Treasurer: Donald V. Passaro

## ***ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS***

The name and address of the Registered Agent for the Corporation shall be:

Jonathan P. Culver, Esq.

2145 N.E. Second Street, Ocala, Florida 34470, US.

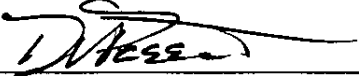
## ***ARTICLE VII: INCORPORATOR***

The Incorporator for the Corporation shall be:


Donald V. Passaro

6574 N.W. 54<sup>th</sup> Loop, Ocala, Florida 34482.

The signators below hereby certify and do declare that the information above is both accurate and true to the best of their knowledge and that they have the authority to sign for the Corporation:

  
\_\_\_\_\_  
Signature/Incorporator

11/1/2010  
Date

  
\_\_\_\_\_  
Signature/Secretary

11/1/2010  
Date



Articles of Amendment  
to  
Articles of Incorporation  
of

God Will Ministries, Inc.

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

N08000002137

(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)*

**C. Enter new mailing address, if applicable:**

*(Mailing address MAY BE A POST OFFICE BOX)*

**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:*

*New Registered Office Address:*

*(Florida street address)*

\_\_\_\_\_, Florida \_\_\_\_\_  
*(City) (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*

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
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(attach additional sheets, if necessary). (Be specific)

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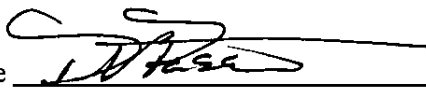
The date of each amendment(s) adoption: 11/1/2010  
(date of adoption is required)

Effective date if applicable: \_\_\_\_\_  
(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 11/12/2010

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)

DONALD V. PASSARO  
(Typed or printed name of person signing)

PRESIDENT  
(Title of person signing)