

ND90000003345

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900249319839

07/01/13--01018--019 \*\*35.00

FILED  
SECRETARY OF STATE  
13 JUL -1 AM 9:01

Amended  
Restated  
@ 7.9.13

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **RAD MISSIONS INTERNATIONAL CORPORATION**

DOCUMENT NUMBER: **N09000003345**

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

Please return all correspondence concerning this matter to the following:

**Nora Miller**

(Name of Contact Person)

**Railey, Harding & Allen, P.A.**

(Firm/ Company)

**15 N. Eola Drive**

(Address)

**Orlando, FL 32801**

(City/ State and Zip Code)

**nmiller@raileyharding.com**

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

For further information concerning this matter, please call:

**Nora Miller**

(Name of Contact Person)

at ( **407** ) **648-9119**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
RAD MISSIONS INTERNATIONAL CORPORATION**

RAD MISSIONS INTERNATIONAL CORPORATION (the "Corporation") was formed on April 3, 2009 as a Florida not-for-profit corporation by filing Electronic Articles of Incorporation under document number N09000003345.

The directors desire to clarify certain terms and conditions and to provide more detail than was possible in electronic format; accordingly pursuant to the provisions of Section 617.1007, Florida Statutes, the Articles of Incorporation are hereby restated. This restatement contains an amendment which was approved by the directors. The Corporation has no members.

**ARTICLE I. NAME**

The name of the Corporation shall be: **RAD MISSIONS INTERNATIONAL CORPORATION.**

**ARTICLE II. PRINCIPAL OFFICE**

The address of the principal office of the Corporation shall be 1000 N. Atlantic Avenue, #711, Cocoa Beach, FL 32931 and the mailing address of the Corporation shall be 2023 N. Atlantic Avenue, #255, Cocoa Beach, FL 32931. These office locations may be changed or supplemented by the Board of Directors from time to time.

**ARTICLE III. PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational, and scientific 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 of 1986, as amended (the "Code"). The activities of the Corporation may include the performance of the following activities, except as restricted by Article VII herein:

- A. Minister and mission to deprived countries around the world;
- B. Build churches, housing, orphanages, shelter, roads and infrastructure for impoverished and displaced persons;
- C. Support mission trips and the performance of volunteer services;
- D. The advancement of religion and community building;
- E. Conducting any and all lawful activities which may be necessary or useful in accomplishing the foregoing purposes;
- F. Exercising all powers conferred upon a corporation organized under the Florida not for profit Corporation Act as currently in effect and as may be amended, and all such

13 JUL - 1 11 30 11  
FILED  
RECEIVED  
CLERK OF DISTRICT COURT  
JUL 13 2009

other powers as are permitted by applicable law.

#### **ARTICLE IV. MEMBERSHIP**

The qualifications for members and the manner of their admission and expulsion shall be as set forth in the Corporation's bylaws. The initial member shall be Richard A. Dye. The Corporation shall have no capital stock and no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual. If, for any reason, the Corporation shall be dissolved, all income and assets shall be distributed as provided in Article VII.E. hereof.

#### **ARTICLE V. MANAGEMENT OF CORPORATE AFFAIRS**

A. The business affairs of the Corporation shall be managed by the Board of Directors. The number of directors and their manner of election shall be specified, from time to time, by the Corporation's bylaws; provided, however, that the number of directors shall never be less than three (3), nor more than fifteen (15). The names and street addresses of the directors who shall serve until the next annual meeting of the board of directors or until their earlier resignation, removal from office or death are:

Olivia G. Barkes  
2 Deer Park Rd.  
Hailey, ID 83333

Julia C. Dudley  
1471 S. 28<sup>th</sup> Street, Unit 10  
Arlington, VA 22206

Richard A. Dye  
2023 N. Atlantic Ave. #255  
Cocoa Beach, FL 32931

Robert L. Harding  
15 North Eola Drive  
Orlando, FL 32801

B. The initial officers of the Corporation shall be a President, Secretary, Treasurer and such other officers as may be provided in the Bylaws. More than one office may be held by the same person. Officers shall serve at the pleasure of the Board of Directors, but are not required to be members of the Board of Directors. The names and street addresses of the current officers who shall serve until the next annual meeting of the board of directors or until their earlier resignation, removal from office or death are:

President, Secretary, Treasurer  
Richard A. Dye  
2023 N. Atlantic Ave. #255  
Cocoa Beach, FL 32931

## **ARTICLE VI. TERM OF EXISTENCE**

This corporation shall exist perpetually until dissolved by an affirmative action of the Board of Directors or the date on which there are no remaining directors, or as otherwise provided in the Bylaws of the Corporation.

## **ARTICLE VII. DEDICATION OF ASSETS ON DISSOLUTION EXEMPT ORGANIZATION PROVISIONS**

A. The corporation is organized exclusively for charitable purposes, including specifically the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Code, or the corresponding section of any future tax code.

B. No part of the net earnings of the Corporation shall be distributed to its members, 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 in Article III hereof.

C. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, nor for otherwise attempting to influence any legislation, and the Corporation shall not endorse, participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

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

E. Upon the dissolution of the Corporation, all remaining assets shall be distributed for one or more exempt purpose(s) within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for one or more public purpose(s). Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which 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 charitable purposes.

## **ARTICLE IX. INDEMNIFICATION**

To the full extent permitted by the Florida Not For Profit Corporation Act, the personal liability of a director of the Corporation, and its members, if any, shall be eliminated and the Corporation shall indemnify any person made a party to any proceeding by reason of the fact that he or she is, or was, a director against judgment, penalties, fines, settlements and reasonable expenses actually incurred by turn or her in connection with such proceeding. Provided, however, that the Corporation shall neither indemnify a director, nor shall the director's liability be eliminated for acts or omissions that involve intentional misconduct by a director or a knowing violation of law by a director or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally

entitled. The corporation shall also indemnify any officer, trustee, agent or employee who is, or was, not a director, to the same extent, and with the same limitations, that the Corporation is authorized to indemnify directors.

The Board of Directors may, from time to time, approve by general or specific action of the Board, or by contract, the indemnification of any other person which the Corporation has the power to indemnify under the Florida Not For Profit Corporation Act. The indemnification provided by this article shall not be deemed exclusive of any other rights to which a person may be entitled as a matter of law or by contract.

#### **ARTICLE X. PRIVATE FOUNDATION STATUS**

If this Corporation is a private foundation as defined in Section 509 of the Code, then the balance of this article shall apply. The corporation shall be prohibited from:

A. Engaging in any act of "self dealing" (as defined in Section 4941(d) of the Code) which would give rise to any liability for the tax imposed by Section 4941 (a) of the Code;

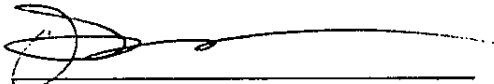

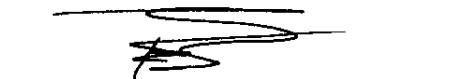
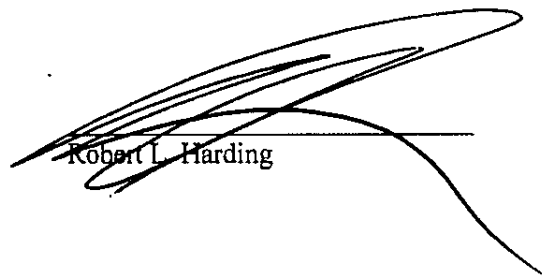
B. Retaining any "excess business holdings" (as defined in Section 4943(c) of the Code) which would give rise to any liability for the tax imposed by Section 4943(a) of the Code;

C. Making any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and

D. Making any "taxable expenditures" (as defined in Section 4945(d) of the Code) which would give rise to any liability for the tax imposed by Section 4945(a) of the Code. The corporation shall be required to distribute, for the purposes specified herein, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

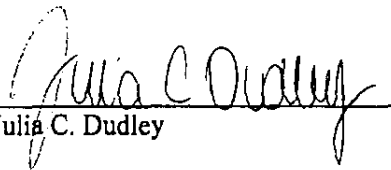
[SIGNATURE PAGE FOLLOWS]

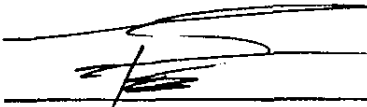
IN WITNESS WHEREOF, we have hereunto subscribed our names to these Amended and Restated Articles of Incorporation of RAD Missions International Corporation this 22 day of May, 2013.

  
\_\_\_\_\_  
Olivia G. Barkes  
\_\_\_\_\_  
Julia C. Dudley  
\_\_\_\_\_  
Richard A. Dye  
\_\_\_\_\_  
Robert L. Harding

IN WITNESS WHEREOF, we have hereunto subscribed our names to these Amended and Restated Articles of Incorporation of RAD Missions International Corporation this 22 day of May, 2013

\_\_\_\_\_  
Olivia G. Barks

  
\_\_\_\_\_  
Julia C. Dudley

  
\_\_\_\_\_  
Richard A. Dye

\_\_\_\_\_  
Robert L. Harding