

NO9000009586

Florida Department of State
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FISH MINISTRIES CORP

Certificate of Status	0
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*Amended
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December 7, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FISH MINISTRIES CORP
P.O. BOX 24598
JACKSONVILLE, FL 32241

SUBJECT: FISH MINISTRIES CORP
REF: N09000009386

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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NO PERIOD IN THE CORPORATE NAME.

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Irene Albritton
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CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF INCORPORATION
FISH MINISTRIES CORP.

Pursuant to the provisions of Section 617.1002, Florida Statutes, FISH MINISTRIES CORP., a Florida not for profit corporation (the "Corporation"), does hereby amend and restate its Articles of Incorporation as follows:

1. The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in their entirety in the form attached hereto as Exhibit A.
2. The Board of Directors of the Corporation, by a number of votes sufficient for approval, adopted and approved a resolution setting forth the proposed amendment in a ~~written~~ ^{regular} ~~action in lieu of a formal~~ meeting of the Board of Directors on the 21 day of August, 2010.
3. There are no members entitled to vote on this amendment.

IN WITNESS WHEREOF, the undersigned officer of Fish Ministries Corp hereby certifies that these the Amended and Restated Articles of Incorporation were adopted by the Corporation on the 21 day of August, 2010.

FISH MINISTRIES CORP

By: 

Edsel Redden, President

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EXHIBIT A

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FISH MINISTRIES CORP**

Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

ARTICLE I
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT

- (a) The name of this corporation (the "Corporation") shall be: FISH MINISTRIES CORP.
- (b) The Corporation shall have perpetual existence unless dissolved sooner according to law.
- (c) The principal office and mailing address of the Corporation will be located at 3460 Red Cloud Trail, St. Augustine, Florida 32086 or at such other address as may be determined by the Board of Directors.
- (d) The resident agent of the Corporation is Christopher C. Hazelip, Esq. whose address is Rogers Towers, P.A., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

ARTICLE II
PURPOSES

(a) This Corporation is organized and shall be operated exclusively for the promotion of religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder, or the corresponding section of any future United States internal revenue law, including, without limitation, the following purposes: (i) to provide or support charitable efforts to benefit poor or needy people, including without limitation the provision of food, clothing, shelter and/or opportunity or means for personal or community economic development and growth; (ii) to support scientific and medical research; (iii) to support education, including presentations by means of exhibits, symposia, publications and other educational programs; (iv) to support religious activities; (v) to receive and administer funds for religious, charitable, scientific and educational purposes within the meaning of the Code, and to that end to hold any property, or any undivided interest therein, without limitation as to amount or value; (vi) to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any applicable laws; and (vii) to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its trustees, directors or officers, including,

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without limitation, making distributions to other organizations recognized as exempt under Section 501(c)(3) of the Code.

(b) Notwithstanding any other provision of these Articles of Incorporation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

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

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so 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, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE III
MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV
DIRECTORS

(a) The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Corporation.

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(b) The directors shall serve without compensation.

(c) The number and the terms of office and qualifications for members of the Board of Directors of the Corporation and the method in which members of the Board of Directors of the Corporation shall be elected shall be provided in the Bylaws of the Corporation; provided, however, that the number of members of the Board of Directors shall at no time be no less than three (3).

(d) The names and addresses of the members of the Board of Directors of the Corporation to serve until their successors are qualified and elected pursuant to the Bylaws of the Corporation are:

- Edsel E. Redden 3460 Red Cloud Trail
St. Augustine, Florida 32086
- Timothy H. Queen 2246 Keaton Chase Drive
Fleming Island, Florida 32003
- Ross W. Cowen 5220 River Park Villas Drive
St. Augustine, Florida 32092
- Elmer Redden 133 Primrose Lane
Beckley, West Virginia 25801
- Jared N. Dollar 113 Vintage Lane
Palatka, Florida 32177
- K. Gene Gstohl 265 East River Road
East Palatka, Florida 32131
- Robert Raspa 2233 Salt Myrtle Lane
Fleming Island, Florida 32003
- Darryl V. Ott 1263 Norwich Road
Jacksonville, Florida 32207
- Christopher C. Hazellip 1301 Riverplace Blvd, Suite 1500
Jacksonville, Florida 32207

ARTICLE V
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws in accordance with the provisions of the Bylaws.

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ARTICLE VI
AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the Board of Directors from time to time in accordance with the provisions of the Bylaws; and the Articles of Amendment may be signed by an officer of the Corporation.

ARTICLE VII
PRIVATE FOUNDATION STATUS

If at any time the Corporation is considered a "private foundation" under Section 509(a) of the Code, the following limitations will apply:

- (a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.
- (b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.
- (c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.
- (d) The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.
- (e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

FISH MINISTRIES CORP

2. The name and address of the registered agent and office are:

**CHRISTOPHER C. HAZELIP, ESQ.
ROGERS TOWERS, P.A.
1301 RIVERPLACE BOULEVARD, SUITE 1500
JACKSONVILLE, FLORIDA 32207**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: August 2, 2010

Christopher C. Hazclip