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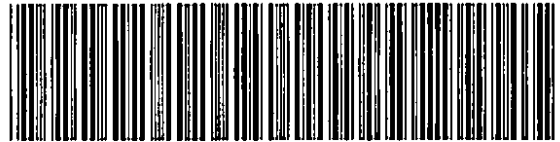
(Business Entity Name)

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*Amended &
Restated*

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FILED
2021 APR -2 PM 12:15

MAY 26 2021
A RAMSEY

COVER LETTER

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

SUBJECT: WAY MEDIA, INC.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☒ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Hugh Jones, Esq.

Name (Printed or typed)

3472 Research Parkway, Suite 104-433

Address

Colorado Springs, CO 80920

City, State & Zip

719-291-6242

Daytime Telephone number

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

NOTE: Please provide the original and one copy of the document.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
WAY MEDIA, INC.**

FILED
2021 APR -2 PM 12:13

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE 1: Name. The name of the corporation is **WAY MEDIA, INC.** (hereinafter referred to as "the Corporation").

ARTICLE 2: Principal Office. The address of the principal office and mailing address of the corporation is 4820 Centennial Drive, Suite 115, Colorado Springs, CO 80919.

ARTICLE 3: Duration. The period of its duration is perpetual.

ARTICLE 4: Purposes. The Corporation is a nonstock corporation and is organized and shall be operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (hereinafter "Code"). More particularly, the specific purposes and objectives of the Corporation shall include but not be limited to the following:

- (a) bringing persons together to hold religious worship services, work as a church body to evangelize and make disciples, and carry out the Christian religious purposes of a church;
- (b) bringing persons together as part of a voluntary Christian community that worships God and encourages each other through Christian teaching and Christian music;
- (c) encouraging persons throughout the world to worship God, pray, study the Bible, and grow in their Christian faith;
- (d) helping fulfill the Great Commission as found in Matthew 28:19-20: "Go Therefore and make disciples of all the nations, baptizing them in the name of the Father and the Son and the Holy Spirit, teaching them to observe all that I commanded you";
- (e) ordaining, commissioning, and licensing ministers to perform the ministerial functions of the organization;
- (f) undertaking various charitable, humanitarian, and educational projects, such as providing food, clothing, and other items and assistance, to help meet the needs of poor and disadvantaged individuals and families throughout the world;
- (g) cooperating with and supporting other projects and organizations that are organized and operated for similar purposes; and

- (h) supporting, encouraging, and facilitating the spread and growth of the Christian faith throughout the world.

Provided no jeopardy is created to its status as a corporation exempt from federal income tax under Section 501(c)(3) of the Code, the Corporation further shall be authorized to do any and all lawful acts which may be necessary and useful, suitable, or proper for the furtherance of the purposes of the Corporation; to engage in any lawful business or activities related thereto; and to engage in any lawful act or activity for which nonprofit corporations may be organized under Florida Not for Profit Corporation Act.

ARTICLE 5: Membership. The Corporation shall not have members.

ARTICLE 6: Powers. The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the power of the Corporation and its directors:

6.1 The property of this Corporation is irrevocably dedicated to charitable, religious and educational purposes, as set forth above, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other 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 its purposes as set forth in these Articles. 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 (by the publication or distribution of statements or otherwise) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by: (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) a corporation, contributions to which are deductible under Section 170 of the Code.

6.2 The Corporation shall seek such sources of support, including the solicitation of grants and loans from private sources and direct or indirect contributions from the general public, as may be necessary to enable it to qualify as a publicly supported organization. In the event this Corporation is in any one year determined to be a "private foundation" as defined by Section 509(a) of the Code, it shall:

6.2.1 Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code.

6.2.2 Not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

6.2.3 Not retain any excess business holdings as defined in Section 4943(c) of the Code.

6.2.4 Not make any taxable investments as defined in Section 4944 of the

Code.

6.2.5 Not make any taxable expenditures as defined in Section 4945(d) of the Code.

6.3 No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the Corporation's charitable, religious, literary or educational purposes or if it would require serving a private as opposed to a public interest.

6.4 Upon dissolution or winding up of this Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more of the Corporation's exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of exclusively for such purposes by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

6.5 The use and disposition upon dissolution or winding up of real or personal property owned or used by this Corporation in states other than the State of Florida shall be limited to the charitable, religious and educational purposes in such a manner as to satisfy the requirements of the laws of such states for exemption of such property from property taxation in such states.

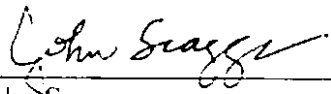
ARTICLE 7: Directors. The Directors of the Corporation shall elect their successors and additional directors, as set forth in the Bylaws of the Corporation.

ARTICLE 8: Registered Agent and Address. The registered office of the Corporation shall be located at 1860 Boy Scout Drive, Suite 202, Fort Myers, FL 33907, and the registered agent of the Corporation at this address shall be Tom Sullivan, a resident of the state of Florida, who has accepted his designation as registered agent.

ARTICLE 9: Restatement and Amendment. The Corporation has no members, and thus no members are entitled to vote on these Amended and Restated Articles of Incorporation, which were adopted by the Board of Directors.

I certify that the Board of Directors of WAY Media, Inc. adopted these Articles of Amendment at a duly called and convened meeting on FEBRUARY 26, 2021. .

WAY Media, Inc.


John Scaggs
President and CEO
4820 Centennial Blvd, Suite 115
Colorado Springs, CO 80919