

Division of Corporations

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Florida Department of State
Division of Corporations
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WING AND A PRAYER FOUNDATION, INC.

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February 17, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

WING AND A PRAYER FOUNDATION, INC.

390 NORTH ORANGE AVENUE

SUITE 1400

ORLANDO, FL 32801

SUBJECT: WING AND A PRAYER FOUNDATION, INC.

REF: N10000000718

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

If the corporation is a PROFIT corporation it must be signed by a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.

~~If the corporation is a NOT FOR PROFIT corporation it must be signed 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.~~

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Tina Roberts
Regulatory Specialist II

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WING AND A PRAYER FOUNDATION, INC.**

The undersigned officer, being competent to contract, subscribes to these Amended and Restated Articles of Incorporation of WING AND A PRAYER FOUNDATION, INC., a corporation not-for-profit under the laws of the State of Florida (the "Corporation") and certifies as follows:

1. The name of the Corporation is WING AND A PRAYER FOUNDATION, INC.
2. The Corporation does not have any members.
3. The Corporation's board of directors adopted Amended and Restated Articles of Incorporation on February 10, 2010.
4. The following text amends and restates the Corporation's Articles of Incorporation filed with the Florida Secretary of State on January 22, 2010:

ARTICLE I - Name

The name of this Corporation shall be WING AND A PRAYER FOUNDATION, INC. (the "Corporation").

ARTICLE II - Principal Office

The street address of the principal office and the mailing address of the Corporation is as follows:

Street Address: 480 North Orlando Avenue
Suite 218
Winter Park, FL 32789

Mailing Address: P.O. Box 1809
Orlando, FL 32802-1809

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, to the extent that such purposes qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the

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powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, 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 this Article. 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, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV - Term of Existence

The Corporation shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The name of the initial resident agent is Anthony W. Palma and the initial address of the registered office is 390 North Orange Avenue, Suite 1400, Orlando, FL 32801.

ARTICLE VI - Directors

A. The initial number of directors of the Corporation shall be five (5).

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three (3) directors.

C. Directors, as such, may receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

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D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors are:

<u>Names</u>	<u>Street Addresses</u>
Anthony W. Palma	390 North Orange Avenue Suite 1400 Orlando, FL 32801
Judith Hoepker	PO Box 1809 Orlando, FL 32802-1809
Scott T. Sindelar	PO Box 1809 Orlando, FL 32802-1809
James S. LaHam, CPA	480 North Orlando Avenue Suite 218 Winter Park, FL 32789
Joseph E. McDaniel	PO Box 1809 Orlando, FL 32802-1809

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE VIII - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the

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Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of MARCH, 2010.

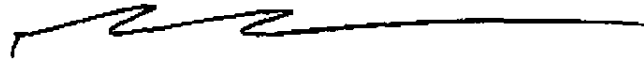


Scott T. Sindelar, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the Initial Registered Agent of WING AND A PRAYER FOUNDATION, INC.

IN WITNESS WHEREOF, I hereunto set my hand this 3rd day of MARCH, 2010.



Anthony W. Palma

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