

N100000001403

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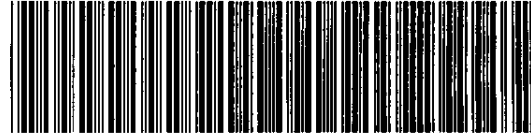
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 AUG -2 PM 3:52

Amend
@ 8/5/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PRIORITIES MINISTRY, INC.

DOCUMENT NUMBER: N10000001403

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

Please return all correspondence concerning this matter to the following:

Jessica or Kurt O'Brien
(Name of Contact Person)

(Firm/ Company)

5353 Isleworth Country Club Dr
(Address)

Windermere, FL 34786
(City/ State and Zip Code)

JOBRIEN@OBCOMPANIES.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jessica or Kurt O'Brien at (317) 385-7324
(Name of Contact Person) (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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 20, 2011

JESSICA O'BRIEN
5353 ISLEWORTH COUNTRY CLUB DRIVE
WINDERMERE, FL 34786

SUBJECT: PRIORITIES MINISTRY, INC.
Ref. Number: N10000001403

We have received your document for PRIORITIES MINISTRY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 911A00012533

RECEIVED
11 AUG - 2 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

PRIORITIES MINISTRY, INC.

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

N10000001403

(Document Number of Corporation (if known))

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 AUG -2 PM 3:52

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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
 (Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>D</u>	<u>Kerry Richard</u>	<u>7131 Shady Wood Ln.</u> <u>Orlando, FL 32835</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>D</u>	<u>Jessica Wolf</u>	<u>5353 Islenorth Country</u> <u>Club Dr</u> <u>Windermere, FL 34786</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>D</u>	<u>Jessica O'Brien</u>	<u>5353 Islenorth Country</u> <u>Club Dr</u> <u>Windermere, FL 34786</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

* see attached

E. If amending or adding additional Articles, enter change(s) here:
 (attach additional sheets, if necessary). (Be specific)

* see attached

PRIORITIES MINISTRY, INC.
REF. #: N10000001403

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Additional Sheet)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
D	Jeff Bates	5353 Isleworth Country Club Drive Windermere, FL 34786	Add
D	Kurt O'Brien	5353 Isleworth Country Club Drive Windermere, FL 34786	Add
D	James Rivera	5353 Isleworth Country Club Drive Windermere, FL 34786	Add
D	Rob Totten	5353 Isleworth Country Club Drive Windermere, FL 34786	Add

If amending or adding additional Articles, enter changes here:
(Additional Sheet – all articles have been amended, added, or renumbered)

ARTICLE I

Name; Type of Corporation

The name of the Corporation is Priorities Ministry, Inc. The Corporation is a public benefit corporation.

ARTICLE II

Purposes and Powers

Section 2.1. Purposes. The Corporation is formed to:

- (a) Equipping men to put God first by helping them rearrange their priorities and time to find happiness and success;
- (b) Engage in fundraising;
- (c) Transact any and all lawful business for which nonprofit corporations may be incorporated under the Act.

Section 2.2. Nonprofit Purposes.

(a) The Corporation is organized to operate exclusively for the charitable purposes established in this Article II. Contributions received by the Corporation will either be used directly to satisfy these purposes or will be invested with the income generated therefrom used to carry out the Corporation's charitable purposes.

(b) 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 publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

- (i) By a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or corresponding provisions of any subsequent Federal Tax laws, or

- (ii) By a corporation, contributions to which are deductible under Section 170(c)(1) or (2) or Section 2522(a)(1) or (2) of the Code, or corresponding provisions of any subsequent Federal tax laws.

Section 2.3. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provision of these Articles of Incorporation, the Corporation shall have the power:

- (a) To do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and

- (b) To have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

Section 2.4. Limitation Upon Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation and returning grants, if any, owing to the State of Indiana, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization(s) organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization(s) under Code Section 501(c)(3), or corresponding provisions of any subsequent federal tax law, as the Board of Directors shall determine.

ARTICLE III

Period of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

Registered Agent and Registered Office

The name and address of the Registered Agent and Registered Office are Kurt O'Brien, 5353 Isleworth Country Club Drive, Windermere, FL 34786.

ARTICLE V

Membership

The Corporation shall have no members. Instead, the members of the Board of Directors of the Corporation shall act on behalf of the Corporation.

ARTICLE VI

Directors

Section 6.1. Number of Directors. The initial number of Directors is five (5). Thereafter, the number of Directors of the Corporation and their election shall be fixed by the Code of By-Laws of the Corporation, but in no event shall the number be more than seven (7) or less than three (3).

Section 6.2. Names and Post Office Addresses of the Directors. The names and post office addresses of the initial Board of Directors are:

<u>Name</u>	<u>Address, State, Zip Code</u>
Jeff Bates	5353 Isleworth Country Club Drive, Windermere, Florida 34786
Jessica O'Brien	5353 Isleworth Country Club Drive, Windermere, Florida 34786
Kurt O'Brien	5353 Isleworth Country Club Drive, Windermere, Florida 34786
James Rivera	5353 Isleworth Country Club Drive, Windermere, Florida 34786
Rob Totten	5353 Isleworth Country Club Drive, Windermere, Florida 34786

Section 6.3. Terms of Directors. Directors of the Corporation shall be elected for such terms as may be fixed by the Code of By-Laws of the Corporation and shall, if the By-Laws shall so provide, be divided into as many groups whose terms of office expire at different times as the By-Laws shall provide.

Section 6.4. Removal of Directors. Any or all members of the Board of Directors of the Corporation may be removed at any time with or without cause by a vote of the majority of the remaining members of the Board of Directors then in office with voting privileges held during any meeting of the Board of Directors called expressly for that purpose.

ARTICLE VII

Incorporator

The name and post office address of the incorporator of the Corporation are Jessica Wolf 5353 Isleworth Country Club Drive, Windermere, FL 34786.

ARTICLE VIII

Provisions for the Regulation and Conduct of the Affairs of the Corporation

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of the Corporation, and creating, defining, limiting or regulating the powers of the Corporation or the Directors are as follows:

Section 8.1. Indemnification.

(a) The Corporation shall indemnify any person as of right who is or was a director, officer, employee, or agent of this Corporation, or is or was serving as a director, officer, employee, or agent of another corporation, partnership, or other enterprise at the request of the Corporation, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement reasonably incurred by such person, to the fullest extent now or hereafter permitted by law, in connection with or resulting from any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, or in connection with an appeal relating thereto), in which such person may be involved as a party or otherwise by reason of being or having been a director, officer, employee, or agent of the Corporation or of such other organization; provided, such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, in a manner which he had no reasonable cause to believe was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement (whether with or without court approval), conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action, suit, or proceeding, in a manner which he had reasonable cause to believe was unlawful.

(b) Any director, officer or employee of the Corporation who has been successful as a party on the merits or otherwise in his defense of any claim, action, suit, or proceeding referred to in the first sentence of Section 8.1(a) shall be indemnified as of right against

expenses (including attorneys' fees) reasonably incurred by him in connection therewith (except to the extent covered by insurance).

(c) Except as provided in Section 8.1(b) above, any indemnification under Section 8.1(a) shall be made by the Corporation only upon a determination that indemnification of the particular director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standards of conduct set forth in Section 8.1(a). Such determination shall be made (i) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of members of the board of directors who were not parties to such claim, action, suit, or proceeding, or (ii) if such a quorum is not obtainable or if so directed by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such claim, action, suit, or proceeding, by independent legal counsel (who may be regular counsel of the Corporation or other disinterested person(s), such counsel or person(s) being hereafter called the "referee") in a written opinion. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings which are within the possession or control of the Corporation.

(d) The indemnification provided by this Section 8.1 shall not be deemed exclusive of any other rights to which a director, officer, employee, or agent may be entitled under any by-law, resolution, agreement, or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee, or agent of the Corporation, and shall inure to the benefit of the heirs, executors and administrators of such a person. The indemnification provided by this Section 8.1 shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, arising from acts or omissions to act occurring whether before or after the adoption hereof.

(e) This Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section 8.1, together with expenses actually and reasonably incurred by him in connection with his defense thereof; provided that when and to the extent that the Corporation has purchased and maintained such insurance, it shall have no duty under this Section 8.1 to indemnify any such person to the extent such liability is covered by such insurance.

Section 8.2. Restriction Upon Acceptance of Gifts. No gifts or other contributions to the Corporation shall be accepted by the Corporation if the use or expenditure of such gift or other contribution is subject to any condition which is inconsistent with the purposes of the Corporation as stated herein.

Section 8.3. Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm of which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding such Director's participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote; provided, however, that such contract or transaction shall be at arm's length and not violative of the proscriptions of these Articles against the Corporation's use or application of its funds for private benefit.

Section 8.4. Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private individuals.

Section 8.5. Private Foundation. If at any time it is determined by the Internal Revenue Service that the Corporation is a private foundation within the meaning of Code Section 509(a) (or the corresponding provision of any future United States revenue law), the Corporation shall also be subject to the requirements set forth below in this Section.

(a) Distribution of Income. The Corporation shall distribute its income each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provisions of any subsequent federal tax law.

(b) Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), or corresponding provisions of any subsequent federal tax law.

(c) Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in Code Section 4943(c), or corresponding provisions of any subsequent federal tax laws.

(d) Investments Jeopardizing Charitable Purpose. The Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944, or corresponding provisions of any subsequent federal tax laws.

(e) Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Code Section 4945(d), or corresponding provisions of any subsequent federal tax law.

Section 8.6. Not-for-Profit Status. Notwithstanding any contrary provisions contained herein, the Board of Directors shall not have the power or authority to do any act that will prevent the Corporation from being an organization described in Code Section 501(c)(3) or corresponding provisions of any subsequent federal tax laws.

Section 8.7. Amendment. The power to make, alter, or amend these Articles of Incorporation of the Corporation shall be vested in the Board of Directors. These Articles of Incorporation may be amended by an affirmative vote of a majority of the Board of Directors of the Corporation present and voting at a duly scheduled meeting.

The date of each amendment(s) adoption: May, 12 2011
(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 6/20/11

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)

Kurt O'Brien
(Typed or printed name of person signing)

Director / Founder
(Title of person signing)