

N10000008558

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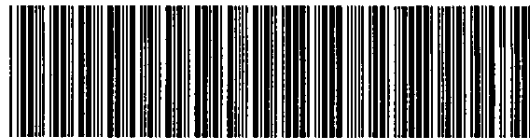
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: **Carithers Media Ministries, Inc.**

DOCUMENT NUMBER: **N10000008558**

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

Please return all correspondence concerning this matter to the following:

**Pamela Carithers Wright**

(Name of Contact Person)

**Carithers Media Ministries, Inc.**

(Firm/ Company)

**2605 Tropic Blvd**

(Address)

**Fort Pierce, FL 34946**

(City/ State and Zip Code)

**pecarithers@aol.com**

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

For further information concerning this matter, please call:

**Pamela C. Wright**

(Name of Contact Person)

at **(407) 257-1678**

(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

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

12 OCT 12 PM 4:57

Carithers Media Ministries, Inc.

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N10000008558

(Document Number of Corporation (if known))

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: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office 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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change	<u>S</u>	<u>Leon Porter</u>	<u>1810 Avenue O</u>
<input checked="" type="checkbox"/> Add			<u>Ft. Pierce, FL, 34950</u>
<input type="checkbox"/> Remove			
2) <input checked="" type="checkbox"/> Change	<u>S</u>	<u>Eric Carithers</u>	<u>2605 Tropic Blvd</u>
<input type="checkbox"/> Add			<u>Ft. Pierce, FL 34946</u>
<input checked="" type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

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

**Please see attached document**

The date of each amendment(s) adoption: October 1, 2012

Effective date if applicable: August 1, 2012

*(no more than 90 days after amendment file date)*

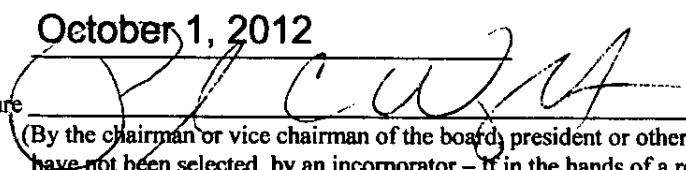
**Adoption of Amendment(s)**

**(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 October 1, 2012

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)

Pamela Carithers Wright

*(Typed or printed name of person signing)*

President

*(Title of person signing)*

**ARTICLES OF INCORPORATION**  
**OF**  
**CARITHERS MEDIA MINISTRIES, INC.**

The undersigned, for the purpose of forming a corporation under the Nonprofit Corporation Law of the State of Florida, does hereby make, sign and acknowledge these Articles of Incorporation, stating as follows:

**ARTICLE I**  
**NAME**

The Name of this Corporation is: Carithers Media Ministries, Inc.

**ARTICLE II**  
**DURATION**

The corporation shall enjoy perpetual existence.

**ARTICLE III**  
**DOMICILE**

The domicile for this corporation is Fort Pierce, Florida and the location and municiple address of its registered office is:

2605 Tropic Blvd  
Fort Pierce, Florida 34946

**ARTICLE IV**  
**POWERS AND PURPOSES**

- A. This corporation shall possess generally all the powers, rights, privileges, capacities and immunities that nonprofit corporations are authorized and may hereafter be authorized to possess under the Constitution and laws of the State and particularly under Title 10, Section 1 et. Seq. of the Florida Revised Statutes except as limited by Section 501[c][3] of the Internal Revenue Code

of 1986, including any successor provisions (the "Code") and the valid interpretive Treasury Regulations.

- B. This corporation is organized and shall be operated exclusively as a nonprofit corporation for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501[c][3] of the Code, and for the making of distributions to organizations that qualify as exempt organizations under Section 501[c][3] of the Code (or the corresponding provision of any future United States Internal Revenue Laws).

## **ARTICLE V TAX EXEMPTION**

- A. This corporation is a nonprofit corporation as defined in Section 1 of the Title Nonprofits of the Florida Revised Statutes. No part of the net earnings or other assets of this corporation shall inure to the benefit of or be distributable to the incorporators, members, 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 corporation's exempt purposes set forth in Article IV hereof.
- B. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in (including the publishing or distributing of any statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. All actions taken by this corporation shall implement the objectives and purposes hereof and conform with applicable laws and regulations providing tax exempt status.
- D. This corporation shall distribute its income for each taxable year at times and in a manner so as not to subject this corporation to tax on failure to distribute income under Section 4942 of the Code or the corresponding provision of any future United States Internal Revenue laws.
- E. This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or the corresponding provision of any future United States Internal Revenue Law.
- F. This corporation shall not retain any excess business holdings that would subject it to tax under Section 4943 of the Code or the corresponding provision of any future United States Internal Revenue laws.
- G. This corporation shall not make any investments that would subject it to tax under Section 4944 of the Code or the corresponding provision of any future United States Internal Revenue laws.
- H. This corporation shall not make any taxable expenditures, as defined in Section 4945 of the Code or the corresponding provision of any future United States Internal Revenue laws.
- I. In the event of dissolution, the residual assets of this corporation shall be turned over to one or more organizations which themselves are exempt organizations described in Sections 501[c][3]

and 170[c][2] of the Code, or to the federal, state, or local government exclusively for public purposes.

- J. Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by an organization that is exempt from federal income taxation under Section 501(a) and described in Section 501[c][3] of the Code or the corresponding provision of any future United States Internal Revenue laws.

## **ARTICLE VI MEMBERS**

- A. This corporation is organized on a non-stock basis.
- B. There is one class of membership, voting membership, and all members shall have the same rights and privileges.
- C. Membership may be extended or terminated by action of a majority of the members of this corporation or as provided in the By-laws. Membership in this corporation is non-transferable. The initial members shall be:
- (1) Chairperson of the Board
  - (2) Vice Chairperson
  - (3) Treasurer
  - (4) Secretary
- D. Dues shall be required as provided by the By-laws of this corporation.
- E. Members shall have the right and power to vote in person or by proxy on all matters for which a vote of the membership is required or permitted by statute, these Articles of Incorporation, or the By-Laws of this corporation.

## **ARTICLE VII DIRECTORS**

- A. The corporate powers and management of this corporation shall be vested in and exercised by a Board of Directors consisting of the individual or individuals who are elected by the membership of this corporation from time to time. The Board of Directors shall consist of not fewer than three (3) nor more than six (6) Directors, except that if there are fewer than three (3) members, there need be only as many Directors as there are members. The Directors of the corporation need not also be members of the corporation. The names and addresses of the initial Directors are:

Phyllis R. Days, Vice Chairperson  
10127 NW 11th Avenue  
Miami, FL 33150-1318

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E. Mario Benton, Treasurer  
5899 S. E. Windsong Lane  
Stuart, Florida 34997.8265

Leon Porter, Secretary  
1810 Avenue O  
Fort Pierce, FL 34950

The number of Directors may be increased only by the affirmative vote of a majority of the total voting power of the membership.

- B. The original Directors shall hold office for a period of three years and until their successors are chosen and have qualified. Thereafter, Directors shall hold office for a term of one year and until their successors are chosen and have qualified.
- C. The Board of Directors is vested with the broadest permissible authority and discretion in connection with the administration of funds or other assets for the objects and purposes of this corporation, provided that the Directors shall exercise their authority in a manner consistent with the exempt purposes of this corporation.
- D. The Board of Directors, by the affirmative vote of a majority of the full Board, may make, alter and annual By-laws, rules and regulations for the government of the affairs of this corporation, as the Board may deem proper, except that the charitable purposes of this corporation and the limitations of the code always must be recognized.
- E. A Director absent from a meeting of the Board of Directors may be represented by any other Director, who may cast the vote of the absent Director according to his or her written instructions, general or special, and the board of Directors may exercise authority pursuant to a written consent executed by a majority of the Directors filed in the records of this corporation.

## **ARTICLE VIII OFFICERS**

The officers of this corporation shall consist of a president, a vice president, a secretary, a treasurer, and any other officers that the Board from time to time may appoint. The officers of this corporation shall be elected by and hold office at the pleasure of the Board of Directors and shall serve until death, resignation, or removal by the Board of Directors. The incorporator designated the following officers to serve until the next annual or special meeting of the members:

Pamela Carithers Wright, Chairperson  
Phyllis R. Days, Vice Chairperson  
E. Mario Benton, Treasurer  
Leon Porter, Secretary

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## **ARTICLE IX REGISTERED AGENT**

The full name and municipal address of the corporation's registered agent is:

Pamela Carithers Wright  
2605 Tropic Blvd  
Fort Pierce, Florida 34946

## **ARTICLE X CONTRIBUTIONS**

Contributions made from time to time to this corporation for its use may be used directly to carry out the objectives and purposes of this corporation, or, in the discretion of the Board of Directors, may be invested so that the revenues therefrom may be used to carry out the objectives and purposes of this corporation.

## **ARTICLE XI INCORPORATOR**

The name and post office address of the incorporator who has subscribed to these Articles of Incorporation is:

Pamela Carithers Wright  
2605 Tropic Blvd  
Fort Pierce, Florida 34946

## **ARTICLE XII LIMITED LIABILITY**

No member, Director, or officer of this corporation shall be held financially liable or responsible for any obligation of this corporation, nor shall any mere informality in organization render these Articles of Incorporation null or expose the members, Directors, or officers to any liability.

## **ARTICLE XIII INDEMINIFICATION**

Subject to the provisions of Article V of these Articles of Incorporation, this corporation shall indemnify and person who was or is a party or is threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including, but not limited to, any action by or in the right of the corporation) by reason of the fact the he or she is or was a Director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee, or agent of another business, foreign, or nonprofit corporation, partnership, joint venture, or other entity or enterprise, to the fullest extent permitted by Section \_\_\_\_ of Title \_\_\_\_ of the Florida Revised Statutes, as amended, or any other applicable provision of law.

## **ARTICLE XIV DISSOLUTION**

Upon the dissolution of this corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501[c][3] of the Code, or the corresponding provision of any future United States Internal Revenue laws, or shall be distributed to the federal, state or local government exclusively for public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the parish in which the principal office of the corporation is then located, exclusively for such purposes.

## **ARTICLE XV AMENDMENTS**

These Articles of Incorporation may be amended by the affirmative vote of not less than a majority of the total voting power of the membership, at any annual or special meeting, the notice of which sets forth the proposed amendment or a summary of the changes to be made thereby.

## **ARTICLE XVI AMENDMENTS**

Each provision of these Articles of Incorporation shall be severable from all other provisions. If a provision of this instrument shall be determined to be invalid or ineffective for any reason, that determination shall not invalidate the remaining provisions, each of which shall continue in full force and effect.

**IN WITNESS WHEREOF**, the incorporator has signed and acknowledged these Articles of Incorporation on this 1<sup>st</sup> day of October 2012.

**WITNESSES:**

Rosemary Brunson      Rosemary Brunson

Print Name: Pamela Carithers Wright      Incorporator: Executive Director

Print Name: Pamela C Wright