

N1000008718

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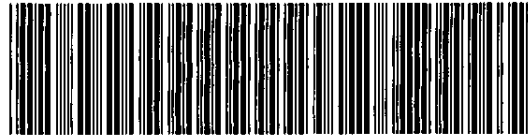
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10-19-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Free Spirit Outreach International Ministries, Inc.

DOCUMENT NUMBER: N10000008718

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

Please return all correspondence concerning this matter to the following:

Noble Washington
(Name of Contact Person)

Free Spirit Outreach International Ministries, Inc.
(Firm/ Company)

PO BOX 2341
(Address)

Ocala, FL 34478
(City/ State and Zip Code)

freespirit4316@aol.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donna Morse at (352) 361-1990
(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:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

Articles of Amendment
for
Free Spirit Outreach International Ministries, Inc.

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

N1000008718

[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:

NEW CORPORATE NAME (if changing):

(must containing the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED (OTHER THAN NAME CHANGE):

Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted. (BE SPECIFIC)

ARTICLE I NAME No change:

The name of the corporation is:

Free Spirit Outreach International Ministries, Inc.

ARTICLE II PRINCIPAL OFFICE Amendment amended as follows:

The principal place of business and mailing address of this corporation is:

**6304 NW Gainesville Road
Ocala, FL 34475.**

ARTICLE III PURPOSES Amendment amended as follows:

The specific purposes for which this corporation is organized are exclusively religious, charitable, literary, educational, and missionary within the meaning of section 501(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Free Spirit Outreach International Ministries, Inc. is organized to (1) propagate the gospel of Jesus Christ through ministering the Word of God, the Holy Bible, to all mankind; (2) build the Kingdom of God while working in cooperation with other ministries and churches of like purposes; (3) carry out the spiritual, benevolent, missionary, literary, educational, and social work of a ministry following the guiding principles outlined in the Word of God in service to the community contributing food and clothing to the needy through street outreach programs.

ARTICLE IV MANNER OF ELECTION Amendment amended as follows:

The manner in which the directors are elected or appointed is as follows:

There shall be a minimum of three directors of this corporation. The directors shall be appointed by the President of the corporation and approved by a vote of the existing Board of Directors. The number of directors may be increased or decreased by a vote of the existing Board of Directors, but the number of directors shall never be less than three nor more than forty. The directors shall have power over the affairs of the corporation, and authority to act for the corporation, provided that the directors shall at no time be empowered to act in contravention to the guiding principles of the corporation.

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ARTICLE V REGISTERED OFFICE AND AGENT *No change:*

The name and Florida street address of the registered agent is:

Noble J. Washington
1705 NW 16th Court
Ocala, FL 34475

ARTICLE VI INCORPORATOR *No change:*

The name and address of the original incorporator is:

Noble J. Washington
1705 NW 16th Court
Ocala, FL 34475

ARTICLE VII INITIAL DIRECTORS AND/OR OFFICERS

Amendment amended as follows:

The initial officers/directors of the corporation are:

Noble J Washington
1705 NW 16th Court
Ocala, FL 34475
Director

Shelly M Washington
1705 NW 16th Court
Ocala, FL 34475
Director

Karon D Johnson
4327 NW 22nd Avenue
Ocala, FL 34475
Director

The current officers/directors of the corporation are:

Noble J Washington
1705 NW 16th Court
Ocala, FL 34475
President/Director

Darlene McCray
6071 NW 56th Terrace
Ocala, FL 34482
Treasurer/Director

Carmen Young
705 NW 67th Place
Ocala, FL 34475
Secretary/Director

Jastifah Harvey
3205 NW 83rd Street Apt 811C
Gainesville, FL 32606
Director

Shelly Washington
1705 NW 16th Court
Ocala, FL 34475
Director

ARTICLE VIII ORGANIZATION EXCLUSIVELY FOR TAX-EXEMPT PURPOSES

Amendment added as follows:

This corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IX PROHIBITIONS TO ASSURE TAX-EXEMPT STATUS

Amendment added as follows:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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. Notwithstanding any other provision of the Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE X CORPORATE POWERS *Amendment added as follows:*

The corporation shall have and exercise all the powers authorized by law to be conferred upon or exercised by such a corporation, including those enumerated in all the applicable laws of the State of Florida, and shall have and exercise the following powers:

1. To receive by gift, devise, bequest, or otherwise, and to hold, barter, convey, lease, exchange, expand, distribute, sell, invest, and otherwise dispose of all money or property, real, personal, or mixed, either absolutely or in trust to be used, either the principle or income wherefrom, as may be directed in the furtherance of any of the above-mentioned purposes or any other purpose within its corporate powers;
2. To enter into contracts or trust agreements with individuals, corporations, or partnerships for the purpose of acquisition and building, as well as disposition, of any property which would be advantageous to the furtherance of the principles and doctrines of the Word of God;
3. To promote doctrines, evangelism, Christian education, and both home and foreign missionary work by all proper means;
4. To enter into contracts or trust agreements with individuals, corporations, or partnerships, and to act as trustee, in order to carry out and promote the purposes of this corporation;
5. To prosecute or defend any actions or suits in which this corporation is involved; and
6. To exercise any and all powers (including the borrowing of money and securing the repayment thereof; the holding, administration, and disposition of property; the making of conveyances, assignments, and contracts, and incurring of obligations) which may be conferred by law, or which may be necessary, incidental, or convenient to the general powers and objects of this corporation.

ARTICLE XI NO CAPITAL STOCK *Amendment added as follows:*

The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, trustee, officer, or individual. The balance, if any, of all moneys received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purpose or purposes of the corporation set forth in these Articles of Incorporation.

ARTICLE XII MEMBERS *Amendment added as follows:*

All members of this corporation and all candidates for membership in the future shall be likeminded, of one accord, and amalgamate with this religious organization adhering to the guiding principles and purposes of this corporation as set forth in these Articles of Incorporation, including any and all amendments.

ARTICLE XIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Amendment added as follows:

The corporation shall indemnify any director or officer, or former director or officer against expenses actually and necessarily incurred by him/her or any amount paid in satisfaction of judgments in connection with any action, suit or proceeding, whether civil or criminal in nature, in which he is made a party by reason of being or having been such director or officer (whether or not a director or officer at the time such costs or expenses incurred by or imposed upon him) except in relation to the matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The corporation may also reimburse to any director or officer the reasonable costs of settlement of any such action, suit or proceeding if it shall be found either by a majority of the directors not involved in the matter of controversy, whether or not quorum, or by a majority vote of the members present in a regular or special meeting called for that purpose that it was in the interest of the corporation that such settlement be made and that such director or officer was not guilty of gross negligence or willful misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director or officer may be entitled by law, or otherwise.

ARTICLE XIV DURATION *Amendment added as follows:*

The term for which this corporation shall exist shall be perpetual.

ARTICLE XV DISSOLUTION *Amendment added as follows:*

In the event of the dissolution of this corporation, all the business, property, and assets of the corporation shall go and be distributed to another non-profit, religious corporation of like purposes as set forth in these Articles of Incorporation, as the existing Board of Directors of this Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any other purpose.

ARTICLE XVI AMENDMENT OF ARTICLES *Amendment added as follows:*

Provided such amendments do not violate the guiding principles of the corporation, this corporation may amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors, and members herein are granted subject to this reservation.

The date of adoption of the amendment(s) was (were): August 21, 2011

Effective date if applicable: August 21, 2011
(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 was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Noble J Washington
(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.)

Noble J Washington
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501, 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:

Free Spirit Outreach International Ministries, Inc.

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

Noble J Washington
1705 NW 16th Court
Ocala, FL 34475

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.

Signature

Noble Washington

Date

9-25-11

The date of adoption of the amendment(s) was (were): August 21, 2011

Effective date if applicable: August 21, 2011
(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 was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

Noble Washington

(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.)

Noble J Washington

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35