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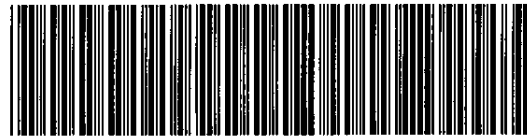
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T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: KLD YOUTH MINISTRIES

DOCUMENT NUMBER: N11000007316

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

Please return all correspondence concerning this matter to the following:

JANET H. SHAFFER

(Name of Contact Person)

KLD YOUTH MINISTRIES

(Firm/ Company)

85 RICHLAND AVENUE

(Address)

MERRITT ISLAND, FL 32953

(City/ State and Zip Code)

JSHAFFER@KLDKIDS.ORG

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

For further information concerning this matter, please call:

JANET SHAFFER

321 454-7333
at ()

(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 checked="" 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

FILED

12 APR -6 AM 10: 57

SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

KLD YOUTH MINISTRIES, INC.

A FLORIDA NON-PROFIT CORPORATION

Pursuant to the provisions of Chapter 617, Florida Statutes, and its Articles of Incorporation, the undersigned corporation adopts the following amendment to its Articles of Incorporation, as originally filed with the Secretary of State of Florida on August 3, 2011.

1. The name of the Corporation is KLD YOUTH MINISTRIES, INC.
2. Pursuant to Section 617.1001, *Florida Statutes*, since there are no members entitled to vote on proposed amendments to the Articles of Incorporation, the following Amendments to the Articles of Incorporation were adopted by the Corporation by a majority of the Board of Directors at a meeting duly called for that purpose.

Each article is hereby amended by altering it in its entirety so as to read:

ARTICLE ONE

Name

The name of the Corporation is **KLD YOUTH MINISTRIES, INC.**, a Florida Nonprofit Corporation.

ARTICLE TWO

Principal Office and Address

The address of the principal office of the corporation is 85 Richland Avenue, Merritt Island, Florida 32953.

ARTICLE THREE

Duration

The term of existence of the Corporation is Perpetual; and the corporate existence will commence upon the filing of these articles with the Department of State.

ARTICLE FOUR

Purpose

The Purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitation hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses, may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making the provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FIVE

Directors

The method of election of the directors of the Corporation is set forth in the Bylaws.

ARTICLE SIX

Registered Office and Agent

The initial registered office of the Corporation shall be located at 85 Richland Avenue, Merritt Island, Florida 32953. The initial registered agent of the Corporation at that address shall be KEVIN L. DEATON.

ARTICLE SEVEN

Incorporators

The name and resident address of the incorporator(s) is:

Kevin L. Deaton

85 Richland Avenue
Merritt Island, Florida 32953

3. These Amendments to the Articles of Incorporation were adopted pursuant to the vote of a majority of the Board of Directors, as there are no members of the Association at this time.
4. The above Amendments will be effective the date of filing these Articles with the Secretary of State, Florida.

IN WITNESS WHEREOF, I have subscribed my name this 2 day of March 2012.


Janet H. Shaffer


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that **KLD YOUTH MINISTRIES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in Merritt Island, County of Brevard, State of Florida, has named **KEVIN L. DEATON** located 85 Richland Avenue, Merritt Island, Florida 32953, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Kevin L. Deaton

The date of each amendment(s) adoption: MARCH 2, 2012

Effective date if applicable: MARCH 2, 2012

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

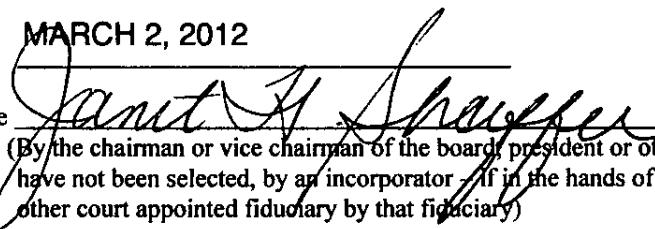
☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.



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 MARCH 2, 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)

JANET H. SHAFFER

(Typed or printed name of person signing)

INCORPORATOR

(Title of person signing)