

N12000001479

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000229825320

04/19/12--01009--007 **35.00

FILED
12 MAY 10 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arstart

MAY 17 2012

T. LEWIS

May 4, 2012

SENT VIA US MAIL

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: 3D Missions, Inc.
N12000001479

Dear Sir/Madam,

In connection with the above referenced not-for-profit corporation, attached hereto please find the following:

- 1- Amended and Restated Articles of Incorporation for 3D Missions, Inc., a Florida not for Profit Corporation.
- 2- Copy of Florida Department of State-Division of Corporation Letter dated April 24, 2012.

Please review it and file accordingly. Please feel free to contact me if you have any questions or concerns. Thank you in advance for your assistance with this matter.

Sincerely,

Benkiran Law Firm, P.A.


Michele Diglio-Benkiran, Esquire



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 24, 2012

MICHELE DIGLIO-BENKIRAN, ESQ.
BENKIRAN LAW FIRM, P.A.
1999 WEST COLONIAL DRIVE, SUITE 204
ORLANDO, FL 32804

SUBJECT: 3D MISSIONS, INC.
Ref. Number: N12000001479

We have received your document for 3D MISSIONS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must state that there are no members or members entitled to vote.

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) 245-6050.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 712A00012584

RECEIVED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2012 MAY 10 AM 10:28
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

April 13th, 2012

SENT VIA US MAIL

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: 3D Missions, Inc.
N12000001479

Dear Sir/Madam,

In connection with the above referenced not-for-profit corporation,
attached hereto please find the following:

- 1- Check #2017 payable to the Division of Corporations for \$35.00
representing the filing fee for amending the Articles of
Incorporation; and
- 2- Amended and Restated Articles of Incorporation for 3D Missions,
Inc., a Florida not for profit corporation.

Please review it and file accordingly. Please feel free to contact me if
you have any questions or concerns. Thank you in advance for your
assistance with this matter.

Sincerely,

Benkiran Law Firm, P.A.



Michele Diglio-Benkiran, Esquire



Michele Diglio-Benkiran, Esquire
Licensed in the State of Florida

Areas of Practice

Business Law
Corporate Law
Civil Litigation
Real Estate
Wills, Trusts & Estates
Title Insurance
 Closings

1999 West Colonial Drive
Suite 204
Orlando, Florida 32804

Office
407.581.2565
Cellular
321.228.6347
Facsimile
407.581.2567

michele@benkiranlaw.com

www.benkiranlaw.com

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
3D MISSIONS, INC.
A Florida not-for-profit corporation

FILED
12 MAY 10 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to a resolution duly adopted by its Board of Directors on April ^{4th}, 2012, 3D Missions, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation which amend and restate each of the provisions of the original Articles of Incorporation of the Corporation filed with the Secretary of State on February 8th, 2012.

In compliance with Chapter 617, F.S., (Not for Profit):

ARTICLE I- NAME.

The name of the Corporation is "3D Missions, Inc."

ARTICLE II - PRINCIPAL OFFICE & MAILING ADDRESS.

The principal office and mailing address of the Corporation is 17514 Cobblestone Lane, Clermont, Florida 34711.

ARTICLE III- PURPOSE.

It is intended that the Corporation is organized exclusively for religious, charitable, scientific, and educational purposes 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, for the following such purposes:

1. To send out and promote missionary evangelism in the United States of America and in foreign countries throughout the world by the direction of the Lord Jesus Christ, under the leadership of the Holy Spirit, and in accordance with the Holy Bible through the use of the performing arts.
2. To participate in the distribution of aid, education and other humanitarian efforts.
3. To proclaim the Christian faith and to spread the Gospel of Jesus Christ as revealed through the Holy Scriptures by all means of communication, whether visual, verbal or written, including but not limited to radio, television, internet, seminars, missions, crusades and all other forms of mass media, in fulfillment of the Great Commission given by Jesus Christ.
4. To erect, rent, purchase, construct, own, operate and maintain buildings, leasehold estate premises, social halls, business offices, school buildings, recreational facilities, and such other structures as deemed necessary and to organize and promote such activities as deemed necessary and for the upkeep and maintenance of same.

5. To collect, solicit, and accept funds, gifts, and other donations and subscriptions; to hold in trust (subject to Florida Statute §617.21), mortgage, lease, sell, or otherwise dispose or acquire property, real, chattel, or intangible, in keeping with the recited purposes of the Corporation.

6. To exercise all powers and authorities that are necessary or convenient for the purposes for which the Corporation is formed.

7. To conduct any and all religious, charitable, scientific or educational activities which the Board of Directors of the Corporation deems in furtherance of the purposes for which this Corporation was formed and in accordance with the Bylaws of the corporation.

This Corporation is not organized, nor shall it operate, for pecuniary gain or profit and is organized solely for not-for-profit purposes. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation or the Bylaws of the Corporation, no member, trustee, officer, employee, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, or by an organization, contributions to which are now deductible under Section 170 (c)(2) and 509 (a) (1) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV-MANAGEMENT

The affairs of the Corporation shall be managed by the Board of Directors and administered through its officers, which shall be a President, Vice President, Secretary and Treasurer. Officers of the Corporation shall be elected in a manner more particularly set forth in the Bylaws of the Corporation. The Board of Directors of the Corporation shall consist of no less than three (3) and no more than seven (7) directors as more particularly set forth in the Corporation's Bylaws. Directors shall be elected and appointed in a manner more particularly set forth in the Corporation's Bylaws.

The initial officers and directors of the Corporation are:

Title

Name

President & Director

Annemarie McLean
17514 Cobblestone Lane
Clermont, Florida 34711

Vice President

Andrea Khoury
5506 Ferdinand Drive
Orlando, Florida 32808

<u>Title</u>	<u>Name</u>
Treasurer & Director	William B. McLean III 17514 Cobblestone Lane Clermont, Florida 34711
Secretary	Dixie D. Fechtel 1414 Park Drive Leesburg, Florida 34748
Director	Dennis Bambino 429 Second Avenue Massapequa Park, NY 11762
Director	Terry Dean Brooks 13032 Desert Forest Court Orlando, FL 32828
Director	Kirk Wehby 628 E. 12 th Street Houston, TX 77008

ARTICLE V- AMENDMENT OF THE ARTICLES OF INCORPORATION.

The Corporation's Articles of Incorporation may be amended, altered, or rescinded by a seventy-five percent (75%) vote of the Board of Directors.

ARTICLE VI- ASSETS UPON DISTRIBUTION.

The Corporation is organized exclusively for religious 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).

No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to its covenant partners, trustees, officers, directors 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 its purposes set forth in these Amended and Restated Articles of Incorporation.

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 these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision(s) of any future federal tax code(s) or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provision(s) of any future federal tax code(s).

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation, or for one or more other exempt purposes, in such manner, or to one or more organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, 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 of 1986 (or corresponding provision(s) of any future federal tax code(s)), as the Board of Directors shall then determine. Any of such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VII-REGISTERED AGENT.

The registered agent for the corporation is Annemarie McLean having an address at 17514 Cobblestone Lane, Clermont, Florida 34711.

ARTICLE VIII- POWERS.

The Corporation shall have the power, subject to the laws of the State of Florida, to hold, own, work, develop, improve, divide and subdivide, process, sell, convey, lease, mortgage, pledge, exchange and otherwise deal in and dispose of property of all kinds, real personal and mixed, including stocks, bonds and securities issued and created by any other corporation in any other state or in any other country and whether now or hereafter organized, and including all rights, corporal and incorporeal hereditaments appurtenant thereto; to purchase, establish, operate and publish or cause to be published journals, books, bulletins and advertising matter; to build, construct, maintain and operate any of the properties above mentioned, and while owner of any property, to exercise all rights, powers and privileges of ownership to the same extent as natural persons might do, including the right to vote the stock of other corporations owned by it; to borrow money and secure the same and monies otherwise owing, by mortgages, debentures, bonds, deeds, or other obligations therefore; to enter into, make, perform, and carry out contracts, of every kind for any lawful purpose, to draw, make, accept, endorse, execute and issue promissory notes, drafts; bills of exchange, warranties, debentures and other transferrable instruments; to carry on all of its operations or businesses and to promote its objects and purposes within the State of Florida or elsewhere without restrictions as to place; to have, use, exercise and enjoy all the general powers of like corporations not for

profit and to do and perform all such other things and acts as may be necessary or expedient in carrying on any of the businesses or acts set forth in this article and these Amended and Restated Articles of Incorporation, subject to and consistent with the Corporation charges of not-for-profit corporations.

The foregoing clauses shall be construed as powers but no specific, general or special powers or purposes herein enumerated shall be determined exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE IX- INDEMNIFICATION.

To the fullest extent permitted by law, as now in effect or as may hereafter be amended, no director, officer, covenant partner, or other person who renders service to or for the Corporation, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer, or, in the case of a covenant partner or other persons, for damages resulting from an act or omission in rendering such services, unless the act or omission involved willful or wanton conduct; provided, however such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to corporations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE X- INCORPORATOR.

The name and address of the incorporator of these Amended and Restated Articles of Incorporation is Annemarie McLean having an address at 17514 Cobblestone Lane, Clermont, Florida 34711.

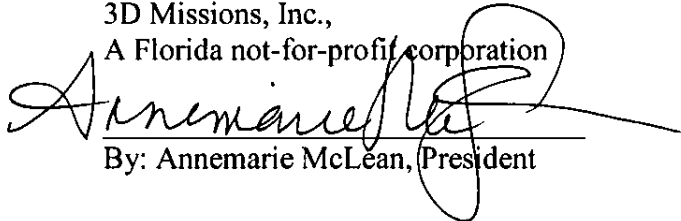
ARTICLE XI: APPROVAL.

The undersigned President and Director of the Board of Directors hereby certified that these Amended and Restated Articles of Incorporation were adopted by a unanimous vote of the Board of Directors on a meeting that was held on April 4, 2012. There are no members or members entitled to vote.

[The remainder of this page is intentionally left blank]


IN WITNESS WHEREOF, the undersigned, being the President herein before name, for the purpose of altering, modifying, amending and restating the Articles of Incorporation of 3D Missions, Inc., a corporation incorporated under the Florida Not For Profit Act, has executed these Amended and Restated Articles of Incorporation on this 4 day of April, 2012.

3D Missions, Inc.,
A Florida not-for-profit corporation


By: Annemarie McLean, President

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me on this 4th day of April, 2012, by Annemarie McLean. She is X personally known to me, has produced a Florida driver's license as identification.


NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Michele Diglio-Benkiran

(Affix Notary Seal Here)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

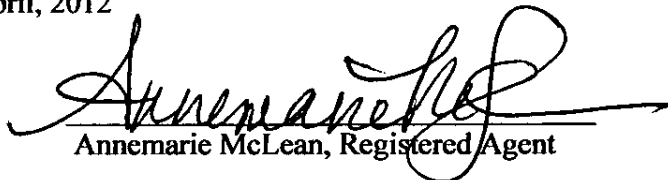
Pursuant to Florida Statutes §48.091 and Florida Statute §607.0505, the following is submitted in compliance with said act:

3D Missions, Inc., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at 17514 Cobblestone Lane, Clermont, Florida 34711, has named Annemarie McLean, located at the aforementioned registered office, as its registered agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of said act, as the same may apply to the Corporation.

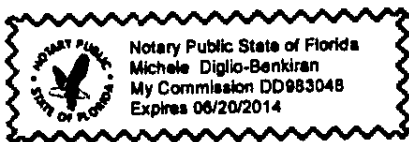
Dated this 4 day of April, 2012

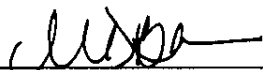

Annemarie McLean, Registered Agent

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me on this 4th day of April, 2012, by Annemarie McLean. He is X personally known to me, has produced a Florida driver's license as identification, or has produced the following as identification:

(AFFIX NOTARY SEAL)




NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Michele Diglio-Benkiran