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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AJP
4/9/12

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PRAISE FEST CORPORATION

DOCUMENT NUMBER: N12000002075

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

Please return all correspondence concerning this matter to the following:

DAVID HUGO

(Name of Contact Person)

PRAISE FEST CORPORATION

(Firm/ Company)

P.O. BOX 964

(Address)

WEST PALM BEACH, FL 33402

(City/ State and Zip Code)

PRAISE FEST 2013@AOL.COM

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

For further information concerning this matter, please call:

DAVID HUGO

(Name of Contact Person)

at (561) 899-6220

(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

Articles of Amendment
to
Articles of Incorporation
of

FILED

Praisefest Corporation

2012 APR -6 PM 4:36

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

N12000002075

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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 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 type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input 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)

SEE ATTACHED AMENDMENTED ARTICLES
OF INCORPORATION.

The date of each amendment(s) adoption: 3-12-12

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 3/12/12

Signature [Handwritten 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)

DAVID HUGO
(Typed or printed name of person signing)

PRESIDENT, BOARD OF DIRECTORS, PRAISEFEST CORPORATION
(Title of person signing)

**ARTICLES OF INCORPORATION
PRAISEFEST CORPORATION
A FLORIDA CORPORATION NOT-FOR-PROFIT**

In order to form a not-for-profit Corporation under and in accordance with the provisions of Chapter 617, the Florida Not For Profit Corporation Act, of the Florida Statutes, the undersigned U.S. citizens hereby incorporate, by these Articles of Incorporation (hereinafter the "Articles"), **PRAISEFEST CORPORATION**, for the purposes and with the powers set forth herein. The undersigned, for the above stated purposes, certify and acknowledge as follows:

**ARTICLE I.
DEFINITIONS**

1. "Corporation" as used herein shall mean **PRAISEFEST CORPORATION**, a Florida not-for-profit Corporation formed by these Articles, its successors or assigns.
2. "Board" shall mean and refer to the Board of Directors of the Corporation.
3. "Director" shall mean and refer to a Director of the Corporation.

**ARTICLE II.
NAME AND INITIAL PRINCIPAL OFFICE**

The name of this Corporation shall be **PRAISEFEST CORPORATION**.

The initial principal office of the Corporation is located at 500 S.E. 17th St, Suite 323, Fort Lauderdale, FL 33316. The mailing address for the Corporation is P.O. Box 964, West Palm Beach, FL 33402.

**ARTICLE III.
PURPOSE**

The Corporation is organized exclusively for charitable purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended. The Corporation is to engage in any lawful act or activity for which Corporations may be organized under the laws of the State of Florida. The specific purpose for which **PRAISEFEST CORPORATION** is organized is to be a Christian gospel event production company that serves all of South Florida. Its annual event, "PraiseFest" will join fellow believers and the general public for a day of faith, family, fellowship and fun. **PRAISEFEST CORPORATION** will provide a continuum of events and activities on an annual basis that will enrich the lives of all that attend. The Corporation is also organized for the purposes of making contributions or donations to other § 501(c)(3) organizations within the meaning of the Internal Revenue Code, as may be amended and exempt from taxation under § 501(a) of the Internal Revenue Code, as may be amended.

**ARTICLE IV.
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE V.
ELECTION OF CORPORATE OFFICERS**

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

**ARTICLE VI.
POWERS**

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article III. The property of this Corporation is irrevocably dedicated to charitable and exempt purpose and no part of the net income or assets of this Corporation shall ever inure to the benefit of any member, director, officer or to the benefit of any private individual.

2. No substantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may amended

3. In no event shall the Corporation have the power to participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501 (c)(3) of the Internal Revenue Code, as may be amended.

4. No substantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article III.

**ARTICLE VII.
MEETINGS**

1. After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as may be amended
2. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

**ARTICLE VIII.
INCORPORATORS/BOARD OF DIRECTORS**

The names and address of the **PRAISEFEST CORPORATION** incorporators and initial Board of Directors are:

1. David Hugo
P.O. Box 964
West Palm Beach, FL 33402
2. Jerry Williams
P.O. Box 964
West Palm Beach, FL 33402
3. Joyce Kaufman
P.O. Box 964
West Palm Beach, FL 33402

**ARTICLE IX.
DISSOLUTION**

Upon the dissolution of the Corporation, assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE X.
REGISTERED AGENT**

The Registered Agent and Registered Office of the Corporation are:

Theresa Bennett
500 S.E. 17th St, Suite 323
Fort Lauderdale, FL 33316

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of the **PRAISEFEST CORPORATION** and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment 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.

Dated this 12 day of March 2012.

By : Theresa Bennett Theresa M. Bennett

IN WITNESS WHEREOF, the undersigned incorporators have caused these Articles to be executed this 12th day of MARCH, 2012.

David Hugo
David Hugo


Jerry Williams
Jerry Williams

Joyce Kaufman
Joyce Kaufman

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing Articles of Incorporation were acknowledged before me on this 12th day of MARCH, 2012 by David Hugo, Jerry Williams and Joyce Kaufman who are personally known to me.

My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
 Kenneth A. Basilio
Commission # EE081763
Expires: APR. 06, 2015
BONDED THRU ATLANTIC BONDING CO., INC.

Kenneth A. Basilio
Notary Public
Printed Name: KENNETH A. BASILIO