

N12000002394

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

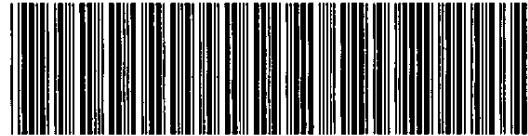
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800251001348

08/27/13--01009--010 \*\*52.50

FILED

13 SEP 25 AM 8:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. LEWIS

Oct. 2, 2013

EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 4, 2013

DR. LYNDA GONSALVES-BARNES  
PO BOX 451236  
KISSIMMEE, FL 34745

SUBJECT: OMEGA ALPHA NU MINISTRIES, INC.  
Ref. Number: N12000002394

We have received your document for OMEGA ALPHA NU MINISTRIES, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please entitle your document Amended and Restated Articles of Incorporation.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 513A00020808

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Omega Alpha Nu Ministries, Inc.

**DOCUMENT NUMBER:** N12000002394

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

Please return all correspondence concerning this matter to the following:

**Dr. Lynda Gonsalves-Barnes**

(Name of Contact Person)

(Firm/ Company)

**PO Box 451236**

(Address)

**Kissimmee, FL 34745**

(City/ State and Zip Code)

**lynda@omegalphanu.org**

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

For further information concerning this matter, please call:

**Lynda Gonsalves-Barnes** at **321** **236.2006**

(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 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 checked="" 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

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
Omega Alpha Nu Ministries, INC.**

**FILED**  
13 SEP 25 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: Department of State  
Division of Corporation  
PO Box 6327  
Tallahassee, FL 32314

The undersigned, being the duly acting and appointed President and Secretary respectively of Omega Alpha Nu Ministries, Inc., a Florida not-for-profit corporation formed under and pursuant to the provisions of section 617.1006, Florida Statutes, do hereby certify as follows:

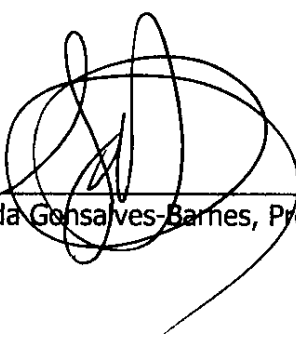
That, the name of the Corporation is Omega Alpha Nu Ministries, Inc.

That, the Article of Incorporation were amended and restated in their entirety as follows:

See Articles attached hereto;

That, the amendments to the Articles of Incorporation of this Corporation were duly adopted and approved by the Board of Directors written consent on July 01, 2013.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment and Restatement this 1<sup>st</sup> day of July, 2013

  
Lynda Gonsalves-Barnes, President

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**Omega Alpha Nu Ministries, INC.**

*N12000002394*

**FILED**

13 SEP 25 AM 8:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Omega Alpha Nu Ministries, Inc. (the "Corporation") hereby adopts the following Certificate of Incorporation for such Corporation pursuant to the provisions of the Florida General Corporation Act (the "Act").

The Corporation's original Certificate of Incorporation and all subsequent amendments thereto, are hereby deleted in their entirety and amended and restated as follows:

**ARTICLE 1**

**Name**

The name of the Corporation is Omega Alpha Nu Ministries, Inc. The name under which the Corporation was originally incorporated was Omega Alpha Nu Ministries, Inc. The date of its original certificate of incorporation was March 1, 2012. The Corporation hereby adopts the restated certificate of incorporation and all previous amendments thereto are hereby deleted in their entirety and amended and restated as set forth herein.

**ARTICLE 2**

**Nonprofit Corporation**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

This Corporation does not have the authority to issue capital stock. This Corporation is not for profit, and as such, the Corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

**ARTICLE 3**

**Duration**

The period of the Corporation's duration is perpetual.

## **ARTICLE 4**

### **Purposes And Limitations**

#### **4.01 Purposes**

The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

- (a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.
- (b) Our Church Mission Statement.
- (c) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.
- (d) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.
- (e) To employ and discharge ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere.
- (f) To handle affairs pertaining to property and other temporal matters as required by the civil authorities.
- (g) To educate the body of Christ through any and all educational means deemed appropriate.
- (h) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation.

#### **4.02 Limitations**

In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.
- (d) Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Board of

Directors of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States), with special consideration given to Our Denomination.

## **ARTICLE 5**

### **Powers**

Except as otherwise provided in this Certificate, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

## **ARTICLE 6**

### **Affiliation**

The Church is a member of the Non-Denomination and is pledged to work in harmony with other Denomination and its decisions and to support its programs, policies and institutions.

## **ARTICLE 7**

### **Membership**

The Corporation shall have no membership.

## **ARTICLE 8**

### **Registered Office and Agent**

The street address of the Church is 1600 33<sup>rd</sup> Street, Orlando, FL, 32839. The street address of the registered office of the Corporation is 1517 Kelley Avenue, Kissimmee, 34744. The mailing address of the Corporation is P.O. Box 451236, Kissimmee, FL, 34745. The name of the registered agent at this office is Dr. Lynda Gonsalves-Barnes.

## **ARTICLE 9**

### **Board of Directors**

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors shall consist of the Senior Pastor and, until changed by amendment of this Certificate of Incorporation or by Bylaws duly adopted by the Church, such number of additional Directors as may, from time to time, be appointed pursuant to the Bylaws. The number of Directors may not be decreased to less than five (5). Directors need not be residents of Our State. The current Board of Directors consists of the following persons at the following addresses:



<b>Name of Member</b>	<b>Street Address</b>
Lynda Gonsalves-Barnes, (P/D)	1517 Kelley Avenue, Kissimmee, 34744
Anthony D. Barnes II, (VP/D)	1517 Kelley Avenue, Kissimmee, 34744
Sonia I. Ortiz, (S/T)	1517 Kelley Avenue, Kissimmee, 34744
Anesta Parris, (D)	1517 Kelley Avenue, Kissimmee, 34744
Clara Murray, (D)	1517 Kelley Avenue, Kissimmee, 34744
Lucy Mercardo, (D)	1517 Kelley Avenue, Kissimmee, 34744
Christina Campbell, (D)	1517 Kelley Avenue, Kissimmee, 34744

## **ARTICLE 10**

### **Limitation On Liability Of Board of Directors**

A Director is not liable to the Corporation or partners for monetary damages for an act or omission in the Director's capacity as Director except to the extent otherwise provided by a statute of the State of Florida.

## **ARTICLE 11**

### **Indemnification**

To the extent provided in the Bylaws, the Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification.

## **ARTICLE 12**

### **Construction**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

## **ARTICLE 13**

### **Action by Written Consent**

Action may be taken by use of signed written consents by the number of Directors whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than four of the Directors is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent

delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

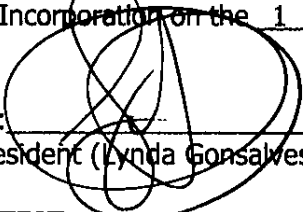
A telegram, telex, cablegram, electronic or similar transmission by a Director, or photographic, facsimile, electronic or similar reproduction of a signed writing is to be regarded as being signed by the Director.

#### **ARTICLE 14**

##### **Amendment**

The governing body of the corporation adopted a resolution setting forth the amendment proposed and declaring its advisability. At a subsequent meeting held upon notice stating the purposes thereof and give in accordance with the provision of Article XVII of the Bylaws, a majority of all the members of the governing body gave written consent in favor of the amendment.

IN WITNESS HEREOF, the below named authorized corporate officer executes this Articles of Incorporation on the 1 day of July, 2013.

By:   
President (Lynda Gonsalves-Barnes)

ATTEST:

By:   
Secretary (Sonia Ortiz)

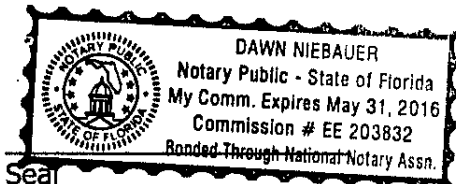
**FILED**  
13 SEP 25 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF OCSEOLA

The foregoing instrument was acknowledged before me this 27 day of September, 2013 by Lynda Gonsalves-Barnes, President of Omega Alpha Nu Ministries, Inc., a not-for-profit corporation, on behalf of this corporation. Who have produced identification and took an oath.

Produced identification:

FLDLG-524520788281



May 31 2016  
Commission Expires

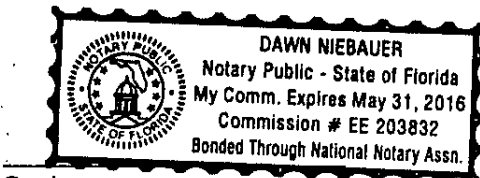
Dawn Niebauer  
Notary Signature  
Dawn Niebauer  
Notary Name Print

STATE OF FLORIDA  
COUNTY OF OCSEOLA

The foregoing instrument was acknowledged before me this 27 day of September, 2013 by Sonia Ortiz, Secretary of Omega Alpha Nu Ministries, Inc., a not-for-profit corporation, on behalf of this corporation. Who have produced identification and took an oath.

Produced identification:

FLDL 0632789745450



May 31 2016  
Commission Expires

Dawn Niebauer  
Notary Signature  
Dawn Niebauer  
Notary Name Print

FILED  
13 SEP 25 AM 8:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA