

N13000009456

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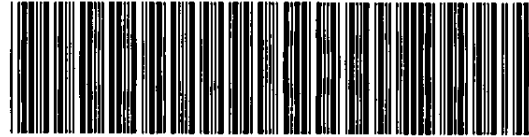
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
MAY 20 2014
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Faith Dialogue, Inc., A Nonprofit Florida Corporation

DOCUMENT NUMBER: N13000009456

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

Please return all correspondence concerning this matter to the following:

Kenneth A. Behr

(Name of Contact Person)

Faith Dialogue, Inc., A Nonprofit Florida Corporation

(Firm/ Company)

4905 Midtown, Ln. #2304

(Address)

Palm Beach Gardens, FL 33418

(City/ State and Zip Code)

kenneth.behr@gmail.com

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

For further information concerning this matter, please call:

Ken Behr

at 561 284-3800

(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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment to amend the articles of incorporation of a *Florida Not for Profit Corporation* pursuant to section 617.1006, Florida Statutes.

Faith Dialogue, Inc., a Nonprofit Florida Corporation

ARTICLE I
NAME

N13000009456

1.01 Name

The name of this corporation shall be Faith Dialogue, Inc., a Nonprofit Florida Corporation. The business of the corporation may be conducted as Faith Dialogue or Faith Dialogue, Inc.

ARTICLE II
DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

3.01 Purpose

Faith Dialogue, Inc., is organized exclusively for educational, religious and charitable purposes within the meaning of section 501©(3) of the Internal Revenue code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Faith Dialogue, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 the purposes set forth in the purpose clause hereof.

More particularly the corporation will conduct educational and religious activities that advance the Christian faith and bring various Christian religious churches, denominations, sects and beliefs together to advance dialogue and understanding.

The corporation as part of its charitable purposes may also sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions and bequests of money, real and personal property; or acquire, receive hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal.

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.

3.02 Public Benefit

Faith Dialogue, Inc., is designated as a public benefit corporation

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Faith Dialogue, Inc., is organized exclusively for charitable 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, or corresponding section of any future federal tax code. No part of the net earnings of Faith Dialogue, Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 the purposes set forth in the purpose clause hereof.

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

Faith Dialogue, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Faith Dialogue, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of Faith Dialogue, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Faith Dialogue, Inc., hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Faith Dialogue, Inc., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Faith Dialogue, Inc., then the court shall direct the distribution of its assets

lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 the purposes set forth in Article III, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

Faith Dialogue, Inc shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be:

Rev. Kenneth A. Behr

James Read

Rev. Bob Zonts

Laura Schmid

Rev. Dr. Dennis J. Nelson

ARTICLE VI
MEMBERSHIP

6.01 Membership

Faith Dialogue, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII
AMENDMENT OF ARTICLES OF INCORPORATION

7.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:
4905 Midtown Ln., Suite 2304, Palm Beach Gardens, Florida 33418

The mailing address of the corporation is:
4905 Midtown Ln., Suite 2304, Palm Beach Gardens, Florida 33418

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:
Kenneth A. Behr
4905 Midtown Ln., Suite 2304,
Palm Beach Gardens, Florida 33418

APPROVED
AND
FILED

The date of each amendment(s) adoption: April 19, 2014, if other than the date this document was signed. 14 MAY -8 PM 4:46

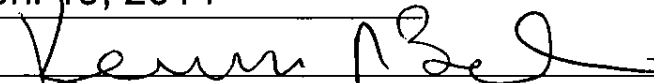
Effective date if applicable: April 19, 2014
(no more than 90 days after amendment file date) SECRETARY OF STATE
STATE OF FLORIDA

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 April 19, 2014

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)

Kenneth A. Behr

(Typed or printed name of person signing)

Chairman of the Board

(Title of person signing)