

N13000009764

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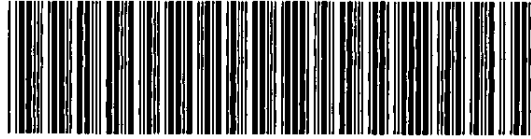
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE CHURCH WITHOUT WALLS MINISTRIES, INC

DOCUMENT NUMBER: N13000009764

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

Please return all correspondence concerning this matter to the following:

Pastor Maurice CROMER

(Name of Contact Person)

THE CHURCH WITHOUT WALLS MINISTRIES, INC

(Firm/ Company)

PO Box 1038

(Address)

Belle Glade, Florida 33430

(City/ State and Zip Code)

ChurchWOWallsMinistries@gmail.com

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

For further information concerning this matter, please call:

CROMER, MAURICE S at (**561**) **255-0358**

(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:

- \$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

EIN: 80-0956195

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

15 MAY 20 PM 2:16

**AMENDMENT AND RESTATED
ARTICLES OF INCORPORATION**

N13000009764

The undersigned acting as incorporator(s) of a Corporation pursuant to Chapter 617.0202, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I NAME

The name of the corporation shall be:

The Church Without Walls Ministries, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business shall be:

Physical Address:

756 Southeast 4TH
Belle Glade, FL 33430

Mailing address:

PO Box 2785
BELLE GLADE, Florida 33430

ARTICLE III PURPOSE

This Corporation shall function and operate as a Nonprofit Corporation with objectives which include the following: "To spread a passion for the supremacy of God in all things, for the joy of all peoples, through Jesus Christ"; conducting worship services; sharing the Gospel of Jesus Christ; equipping and enabling Christians to minister to the world; Evangelizing the world; Worshipping God; Translating, expounding, and teaching the Bible; Applying Biblical truth, so that God's will may be done on earth as it is in heaven; and Building Up One Another in Love for the Work of Christ in the World.

The purpose for which the corporation is organized is: To engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code. This corporation is organized and

operated exclusively for religious purposes within the meaning of Section 501(c)(3), Internal Revenue Code. Notwithstanding any other provision of these articles, this corporation will 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 or the corresponding provision of any future United States Internal Revenue law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law. The purposes for which this corporation is organized are exclusively charitable, scientific, literary and educational 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.

No part of the net earnings of the Corporation 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 religious and charitable purposes set forth herein. No 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 or in opposition to any candidate for public office.

ARTICLE IV QUALIFICATION OF MEMBERS AND MEMBERSHIP

This corporation will have members. The corporation shall have non-voting membership. Any person regardless of ethnicity, sex, color, nationality or disabilities can become a member of this organization that shares our belief in Jesus Christ and adheres to the rules, laws, policies and doctrines adopted by this church and its ministries. The members of the corporation shall consist of any child, youth or adult who expresses a desire to help further the purposes for which the corporation was organized, and who displays willingness to support, regularly contribute time and service in this regard.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

The corporation shall have (3) directors initially. The number of directors shall be prescribed in the bylaws. The names and addresses of the directors who shall initially serve are as follows:

Pastor Maurice Cromer	Executive Director	PO Box 2785	BELLE GLADE, Florida 33430
Mrs. Cassandra Cromer	Treasurer	PO Box 2785	BELLE GLADE, Florida 33430
Mr. Kenneth Webb	Secretary	PO Box 2785	BELLE GLADE, Florida 33430

ARTICLE VI

The name and **Florida Street address** of the initial Registered Agent:

Pastor Maurice Cromer
756 SE 2d St.
Belle Glades, Florida 33430

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature of Registered Agent

Date

ARTICLE VII

The name and address of incorporator is:

Maurice Cromer
756 SE 2d St.
Belle Glades, FL 33430

ARTICLE VIII TERM

The date of commencement of corporate existence shall be when these articles have been filed with the Department of State and approved by it and the respective filing fee has been paid; the term for which the corporation is to exist shall be perpetual. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3), Internal Revenue Code. In the event of dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members; the residual assets of the corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue code of 1986, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

ARTICLE IX. NON PROFIT ORGANIZATION

No part of the net earnings of the corporation shall ever inure to the benefit of, or be distributable to its members, directors, 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 article 2. 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: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or: (b) by a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws.

ARTICLE X BYLAWS

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

ARTICLE XI DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE XIII DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes.

Article XIV Conflicts of Interest

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

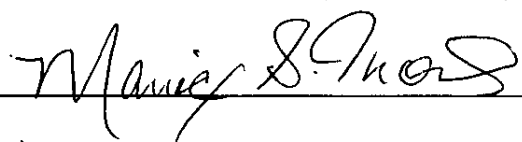
Article XV Non-Discriminatory Practices

The Church Without Walls Ministries, Inc. is committed to providing an inclusive and welcoming environment for all volunteers, staff, participates, groups, individuals, and agencies of the community and to ensuring that ministry, activities, educational and employment decisions are based on individuals, abilities and qualifications. Consistent with this principle and applicable laws, it is therefore our policy not to discriminate in offering access to our ministry teaching, conferences, workshops, ministry opportunities, educational programs and/or activities or with respect to employment terms and conditions on the basis of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

ARTICLE XVI AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by statute or in the following manner: Every amendment shall be approved by the Board of Directors, proposed by them and approved at a Board of Director meeting for which due notice of the proposed amendment was given.

I submit this document and affirm that the facts stated herein are true.



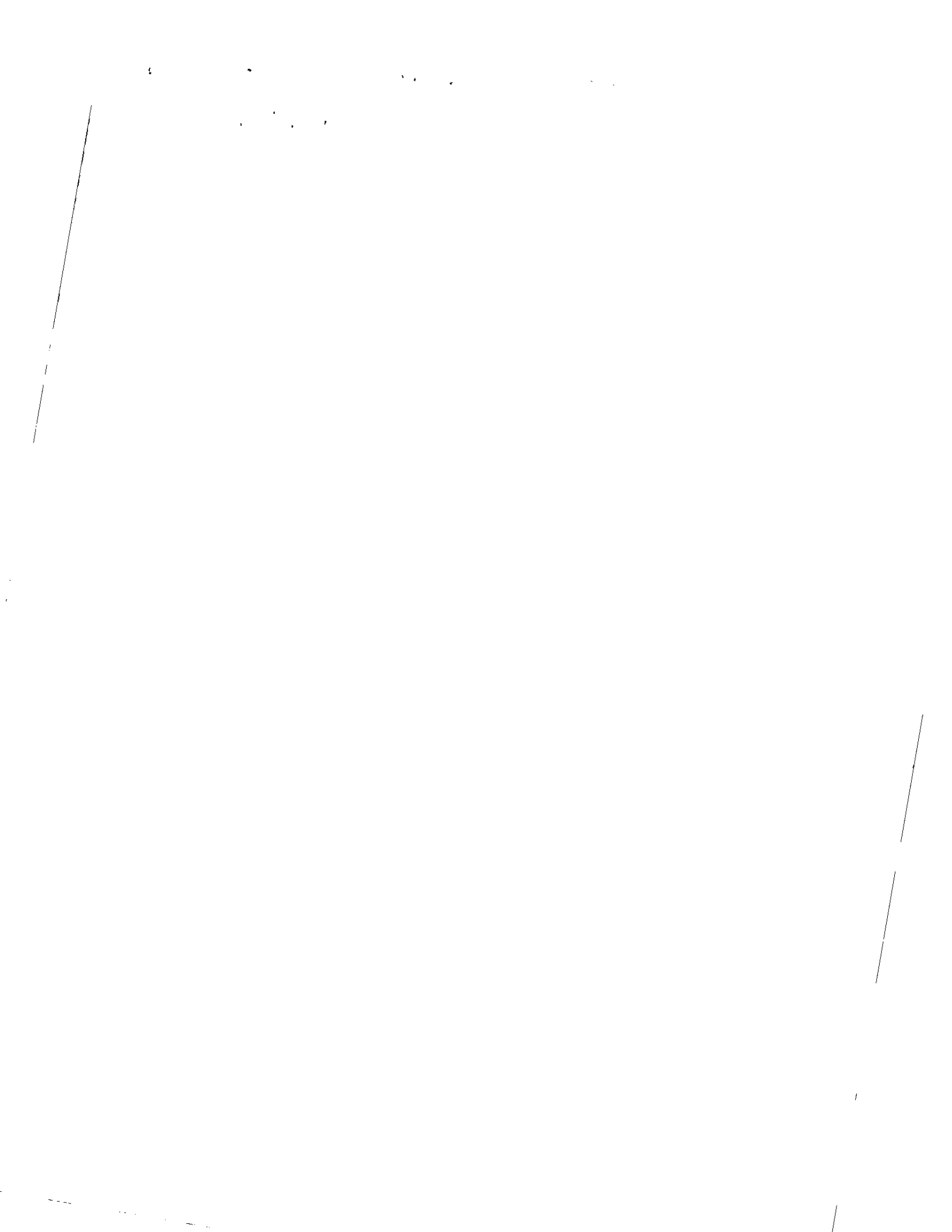
Signature

5/3/15

Adopted Date

MAY 20 PM 2:

SECRETARY OF BOARD
CHURCH WITHOUT WALLS



The date of each amendment(s) adoption: April 3, 2015
date this document was signed.

if other than the
SECRETARY OF STATE
DIVISION OF CORPORATIONS

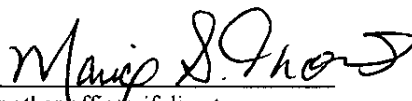
Effective date if applicable: 4/13/15
(no more than 90 days after amendment file date)

15 MAY 20 PM 2: 16

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 04/03/2015

Signature Pastor Maurice S. Cromer 

(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)

Pastor Maurice S. Cromer

(Typed or printed name of person signing)

Executive Director

(Title of person signing)