

N1141000011485

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15 JAN 27 PM 12:06
FELIX H. WHITE

And

JAN 29 2015

R. WHITE



Scribe Accounting Services, Inc.

December 22, 2014

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Torahlife Ministries, Inc.
Doc #N14000011485

To Whom it may Concern:

Enclosed you will find the Amendment Articles of Incorporation of the above referenced Not-for-Profit Corporation and a check in the amount of \$35.00. Please file these amendment articles.

Thank you for your cooperation and if you have any questions please feel free to contact us at your convenience.

Sincerely,

Carmen L. Silva
President

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **TORAHLIFE MINISTRIES, INC.**

DOCUMENT NUMBER: **N14000011485**

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

Please return all correspondence concerning this matter to the following:

CARMEN L. SILVA

(Name of Contact Person)

SCRIBE ACCOUNTING SERVICES, INC.

(Firm/ Company)

5631 GATLIN AVE #B

(Address)

ORLANDO, FL 32812

(City/ State and Zip Code)

scribeaccountingservices@live.com

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

For further information concerning this matter, please call:

Carmen L. Silva

(Name of Contact Person)

at (**321**) **594-0450**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input 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

Articles of Amendment
to
Articles of Incorporation
of

FILED

TORAH LIFE MINISTRIES, INC.

15 JAN 27 PM 12:05

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

N14000011485

STATE OF FLORIDA
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:

N/A

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**)

N/A

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: N/A

(Florida street address)

New Registered Office Address:

(City)

, Florida

(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 checked="" 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)

TO AMEND ARTICLES OF INCORPORATION ELABORATING

ALL ARTICLES IN MORE DETAILS (See Attached)

The date of each amendment(s) adoption: December 22, 2014, if other than the date this document was signed.

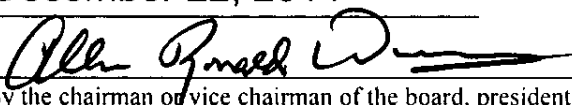
Effective date if applicable: December 22, 2014
(no more than 90 days after amendment file date)

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 December 22, 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)

Allen Ronald Warren

(Typed or printed name of person signing)

President

(Title of person signing)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TORAHLIFE MINISTRIES, INC.

The undersigned, acting as incorporators of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

PREAMBLE

For the more certain preservation and security of the principles of our faith, and to the end that this body may be governed in an orderly manner and for the purpose of preserving the liberties inherent in each individual member of this religious organization and the freedom of action of this body with respect to its relation to other religious organizations of the same faith, we do declare and establish this as the Constitution and Charter of the Ministry.

ARTICLE I
NAME OF CORPORATION

The name of the Corporation shall be TORAHLIFE MINISTRIES, INC.

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is 4008 Castell Drive, Orlando, FL 32810-1902 and the mailing address of the Corporation is the same 4008 Castell Drive, Orlando, FL 32810-1902 and it is located in the County of Orange.

ARTICLE III
TERM OF EXISTENCE

The Florida Not-For-Profit Corporation shall have perpetual existence, commencing with the date of execution of the Articles of Incorporation filed with the Florida Secretary of State in December 18, 2014

ARTICLE IV

PURPOSES AND POWERS OF THE CORPORATION

A. The Corporation is organized exclusively for charitable, educational, scientific and literary opportunities and 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, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, educational, and charitable purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this Corporation shall include, but shall not be limited to, the following:

- 1) To Educate Jewish and non-Jewish people who have received Yeshua as the Messiah, print religious publications and books, conferences speaker, broadcast radio, television and internet messages aimed at gathering people from their traditional Christian backgrounds, and educate them about the Jewish Messiah.
- 2) To support, assist and educate into Jewish life, Jewish history, Jewish traditions, and Jewish religious activities and observances.
- 3) To teach the good news of Messiah Yeshua to the community and to the nations furthering their understanding and acceptance of Yeshua as the Messiah as foretold by the Jewish scriptures.
- 4) To provide Messianic Jewish education for adults and children and to fully equip them to fulfill the calling of God in their lives.
- 5) To assist worthwhile Jewish causes, whether Messianic or not, by practical deeds.

B. This Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to its members, directors, trustees, officers, or private persons, (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation affecting one or more of its purposes) and no director, officer or any private individual shall be entitled to share in the distributions in furtherance of the purposes set forth in this Article IV.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these Articles of Incorporation, 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 code, or (b) by a corporation contributions to which are deductible under Section

170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax Code.

4. The Corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE V

DISSOLUTION OF CORPORATION

Upon the dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, all of the assets of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 the Court of Common Pleas 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE VI

ELECTION OF DIRECTORS

A. The Board of Directors of the Corporation shall be elected as provided in the Bylaws. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than three (3).

B. The actual number of directors of this Corporation is six (6). The names and addresses of those members of the Board of Directors are:

Name	Title	Address
Allen Ronald Warren	President	4008 Castell Dr Orlando, FL 32810-1902
Gregory Martin	Vice President	450 Fiddlers Green Dover, DE 19904-4815
Vanda E. Stanley	Secretary	1050 Hobson St Longwood, FL 32750-6332
Jose Enrique Perezcassar	Treasurer	5543 Somersby Rd Windermere, FL 34786-3207
JoAnn Warren	Member	4008 Castell Dr Orlando, FL 32810-1902
Frederick F. Stanley	Member	1050 Hobson St Longwood, FL 32750-6332

ARTICLE VII

MEMBERS

The actual members of the Corporation in shall be the actual directors named in these Articles of Incorporation and additional persons may be appointed as directors and members by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation.

ARTICLE VIII

MEMBERSHIP

The term of admission to membership in this corporation shall be established in the Bylaws. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin.

ARTICLE IX

INDEMNIFICATION

This Corporation shall indemnify any officer of directors, or any former officer or director, to the full extent permitted by law.

ARTICLE X

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and Florida address of the registered agent is Allen Ronald Warren, 4008 Castell Drive, Orlando, FL 32810-1902. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE XI

INCORPORATOR

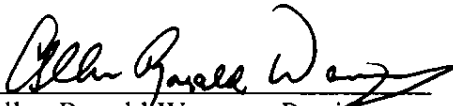
The name and Florida street address of the incorporator of this Corporation is: Allen Ronald Warren, 4008 Castell Drive, Orlando, FL 32810-1902.

ARTICLE XII

AMENDMENT TO ARTICLES OF INCORPORATION

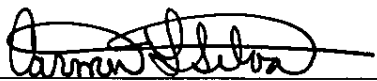
These Articles of Incorporation may be amended, repeated or altered in whole or in part in the manner provided in the Bylaws, at any regular or special meeting called for such purpose in accordance with the provisions of the Bylaws. Every amendment shall be approved upon adoption of a resolution by the Board of Directors setting forth the proposed amendment.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed to these Articles of Incorporation at Orlando, Florida on the 22th day of December of 2014.


Allen Ronald Warren – President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22th day of December of 2014 by Allen Ronald Warren Incorporator of TORAHLIFE MINISTRIES, INC. not-for-profit corporation, on behalf of the corporation, who is personally known to me and take an oath.



Notary Public
My Commission expires: 2/19/16



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation of TORAHLIFE MINISTRIES, INC. I hereby accept such designation and agree to act in such capacity and comply with the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0501 or 617.0501 of the Florida Statutes.

Dated this 22th day of December 2014



Allen Ronald Warren—Registered Agent
4008 Castell Drive
Orlando, FL 32810-1902

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Allen Ronald Warren who is personally known to me and known to be the person who executed the foregoing Certificate of Acknowledgment of Registered Agent.

IN WITNESS WHERE OF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 22th day of December 2014.



Notary Public

My Commission expires: 2/19/16

