

N15000010838

(Requestor's Name)

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☐ PICK-UP

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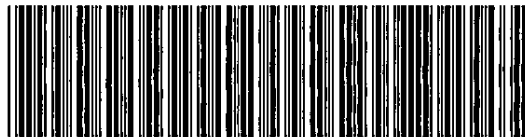
(Business Entity Name)

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AUG 19 2016

C LEWIS



O: 904.697.1630
C: 904.635.1330
F: 904.677.7841
wclegal.com
Post Office Box 189
Keystone Heights, FL 32656

August 3, 2016

Via US Mail

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles Incorporation
Corporate Name: F.A.I.T.H. Riders Motorcycle Ministry, Inc.
Document No.: N15000010838

Dear Sir/Madam:

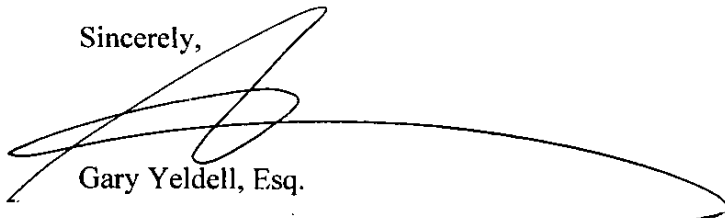
Please find the enclosed documents:

- 1) Form Cover Letter,
- 2) Articles of Amendment of F.A.I.T.H. Riders Motorcycle Ministry, Inc.,
- 3) The Amended and Restated Articles of Incorporation, and
- 4) A check for \$43.75.

As indicated on the forms, please file the Articles of Amendment (and Restated Articles), and provide to us a certificate of status.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Gary Yeldell, Esq.

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: F.A.I.T.H. RIDERS MOTORCYCLE MINISTRY, INC.

DOCUMENT NUMBER: N15000010838

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

Please return all correspondence concerning this matter to the following:

Gary Yeldell, Esq.

(Name of Contact Person)

Wise Counsel Legal Services

(Firm/ Company)

PO Box 189

(Address)

Keystone Heights, FL 32656

(City/ State and Zip Code)

wgy@wclegal.com

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

For further information concerning this matter, please call:

Gary Yeldell

904

697-1630

(Name of Contact Person)

at

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 16, 2016

GARY YELDELL, ESQ / WISE COUNSEL LEGAL SERVICES
PO BOX 189
KEYSTONE HEIGHTS, FL 32656 US

SUBJECT: F.A.I.T.H. RIDERS MOTORCYCLE MINISTRY, INC.
Ref. Number: N15000010838

We have received your document for F.A.I.T.H. RIDERS MOTORCYCLE MINISTRY, INC. and your check(s) totaling \$43.75. 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.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 016A00017236

2016 AUG -9 AM 10:50

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
F.A.I.T.H. RIDERS MOTORCYCLE
MINISTRY, INC.**
a Florida not-for-profit organization

N15000010838

ARTICLE I

These Amended and Restated Articles of Incorporation (the "Articles") are signed and acknowledged by the officer indicated below for the purpose of continuing a Florida not-for-profit corporation on a non-stock basis under the provisions of the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE II: NAME AND ADDRESS

The name of this corporation is F.A.I.T.H. RIDERS MOTORCYCLE MINISTRY, INC. and its physical address shall be 7100 U.S. 17, Fleming Island, FL 32003. Its mailing address shall be 7100 U.S. 17, Fleming Island, FL 32003.

ARTICLE III: ORGANIZATION AND OPERATION

A. The general purposes for which this corporation is organized are exclusively charitable, religious, educational, literary and/or scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States tax code (the "Code"), and in particular to establish, train, and coordinate motorcycle ministries throughout local churches in the Southern Baptist Convention, and those with like doctrine, for the purpose of evangelism and discipleship of the motorcycle community. Notwithstanding any other provision of these Articles, F.A.I.T.H. Riders Motorcycle Ministry, Inc. shall not engage in any activity which is not in furtherance of the above described purpose, and shall not carry on any activities not permitted to be carried on:

- 1) by an organization exempt from federal income tax under Section 501 (c)(3) of the Code; or
- 2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

B. No part of the net earnings of F.A.I.T.H. Riders Motorcycle Ministry, Inc. shall inure to the benefit of, or be distributable to its members, if any, trustees, officers, or other private persons, except that F.A.I.T.H. Riders Motorcycle Ministry, Inc. 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 herein. No substantial part of F.A.I.T.H. Riders Motorcycle Ministry, Inc.'s activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and F.A.I.T.H. Riders Motorcycle Ministry, Inc. 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: POWERS

In furtherance of the purpose described above, F.A.I.T.H. Riders Motorcycle Ministry, Inc. shall have the power to:

- A. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- B. Elect or appoint such officers and agents as its affairs shall require;
- C. Adopt, change, amend and repeal by-laws for the administration of its affairs and the exercise of its corporate powers (the "By-Laws"), provided that the By-Laws shall not be inconsistent with the laws of the State of Florida or these Articles;
- D. Make contracts and incur liabilities, borrow money at such rates of interest as its board of directors may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income;
- E. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by Chapter 617, Florida Statutes or any similar statute in any state, territory, district, or possession of the United States or any foreign country;
- F. Purchase, take, receive, lease, take by gift, devise, bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
- G. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein;
- H. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets;
- I. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- J. Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes;
- K. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which F.A.I.T.H. Riders Motorcycle Ministry, Inc. is organized; and
- L. Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE V: PROHIBITIONS AND REQUIREMENTS

At any time, if any, during which F.A.I.T.H. Riders Motorcycle Ministry, Inc. is a "private foundation" as defined in Code section 509(a), it shall not:

- A. Engage in any act of "self-dealing" as defined in Code section 4941(d), which would give rise to any liability for the tax imposed by Code section 4941(a);
- B. Retain any "excess business holdings", as defined in Code section 4943(c), which would give rise to any liability for the tax imposed by Code section 494 (a);
- C. Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code section 4944, so as to give rise to any liability for the tax imposed by Code section 4944(a);
- D. Make any "taxable expenditures," as defined in Code section 4945(d), which would give rise to

any liability for the tax imposed by Code section 4945(a); or

E. During the period it is a "private foundation" as defined in Code section 509, if any, F.A.I.T.H. Riders Motorcycle Ministry, Inc. shall distribute, for the purposes specified in these Articles, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Code section 4942(a).

ARTICLE VI: SCOPE OF OPERATIONS

The territory of the operations of F.A.I.T.H. Riders Motorcycle Ministry, Inc. are principally to be conducted in the United States of America and its possessions. However, nothing in these Articles shall prohibit or preclude the corporation from endeavoring to expand its ministry internationally.

ARTICLE VII: DIRECTOR COMPENSATION

No member of F.A.I.T.H. Riders Motorcycle Ministry, Inc.'s board of directors shall receive, or be lawfully entitled to receive, any pecuniary profit from the operation of F.A.I.T.H. Riders Motorcycle Ministry Inc., except actual expenses to or on behalf of F.A.I.T.H. Riders Motorcycle Ministry, Inc., if authorized by the board of directors.

ARTICLE VIII: DISSOLUTION

In the event of the dissolution of F.A.I.T.H. Riders Motorcycle Ministry, Inc., the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation exclusively to one or more organizations that: a) qualify as an exempt organization under Section 501(c)(3) of the Code at the time of such distribution; and b) are organized and operated for a purpose consistent with the purpose of F.A.I.T.H. Riders Motorcycle Ministry, Inc.

Any such assets not distributed in accordance with the preceding sentence shall be disposed of by a court of competent jurisdiction located in the county in which the principal office of F.A.I.T.H. Riders Motorcycle Ministry, Inc. is then located, exclusively for a purpose consistent with the purpose of F.A.I.T.H. Riders Motorcycle Ministry, Inc. or to one or more organizations, as such court shall determine, which are organized and operated exclusively for a purpose consistent with the purpose of F.A.I.T.H. Riders Motorcycle Ministry, Inc.

ARTICLE IX: RESIDENT AGENT

The name and address of its new Registered Agent is Wm. Gary Yeldell, whose address is located at 8152 Alderman Road, Melrose, Florida, 32666.

ARTICLE X: STOCK

This corporation is organized on a non-stock basis.

ARTICLE XI: OFFICERS

The officers of this organization shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as may be provided for in the By-Laws. Said officers shall be elected as provided for in the By-Laws.

ARTICLE XII: BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the board of directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three (3). The board of directors shall be elected and hold office in accordance with the By-Laws.

ARTICLE XIII: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of this corporation may be amended in any manner permitted by law; provided, however, that any such amendment that affects the purposes of the corporation, the transfer or disposition of real property, the relationship between the corporation, the manner in which directors are appointed, director qualifications or the requirements for amending these Articles shall not be effective or filed unless approved by the board of directors of the corporation.

ARTICLE XIII: EXISTENCE

This corporation is to exist perpetually beginning with the execution of these Articles.

IN WITNESS WHEREOF, I, Michael L. Stewart, the undersigned officer have hereunto set my hand and seal this 27th day of July, 2016, for the purpose of amending the Articles of Incorporation for this not for profit corporation under the laws of the State of Florida.

F.A.I.T.H. Riders Motorcycle Ministry, Inc.



Michael L. Stewart,

President

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Section 48.091, *Florida Statutes*, the following certificate (the "Certificate") is submitted:

That F.A.I.T.H. Riders Motorcycle Ministry, Inc., organized under the laws of the State of Florida, with its principal office, as indicated in these Articles, in the City of Fleming Island, Clay County, Florida, has named Wm. Gary Yeldell, Esq., located at 8152 Alderman Rd, Melrose, FL, 32666 as its agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the appointment to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


Wm. Gary Yeldell, Esq., Registered Agent

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AMENDED AND RESTATED ARTICLES

of

F.A.I.T.H. RIDERS MOTORCYCLE MINISTRY, INC.

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DIVISION OF CORPORATION

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F.A.I.T.H. RIDERS MOTORCYCLE MINISTRY, INC. (document number **N15000010838**), a Florida not-for-profit corporation, pursuant to the provisions of section 617.1006, *Florida Statutes*, hereby files the enclosed Amended and Restated Articles of Incorporation.

As indicated in the enclosed Articles, the new address for the corporation (both its principal office and all mail) is:

**7100 U.S. Route 17
Fleming Island, FL 32003**

As indicated by the enclosed and executed certificate, the new Registered Agent for the corporation is:

**Gary Yeldell, Esq.
8152 Alderman Rd
Melrose, FL 32666**

As of July 27, 2016, the new Directors for the corporation are:

Thomas Armbrister	7100 U.S. Route 17, Fleming Island, FL 32003
Keith Burkhardt	7100 U.S. Route 17, Fleming Island, FL 32003
David Burton	7100 U.S. Route 17, Fleming Island, FL 32003
Ric Camp	7100 U.S. Route 17, Fleming Island, FL 32003
Charles Clifton	7100 U.S. Route 17, Fleming Island, FL 32003
Rodger Hall	7100 U.S. Route 17, Fleming Island, FL 32003
Keith Manuel	7100 U.S. Route 17, Fleming Island, FL 32003
Deborah McDonald	7100 U.S. Route 17, Fleming Island, FL 32003
Danny Moats	7100 U.S. Route 17, Fleming Island, FL 32003

Michele Newsome

7100 U.S. Route 17, Fleming Island, FL
32003

Benny Reynolds

7100 U.S. Route 17, Fleming Island, FL
32003

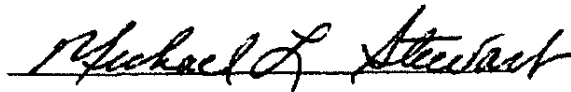
Robert Rhodes

7100 U.S. Route 17, Fleming Island, FL
32003

Each and every person formerly listed as a Director who is not listed above has resigned from his or her position.

The enclosed Amended and Restated Articles of Incorporation were adopted by a vote of the Board of Directors of said corporation on or about July 27, 2016.

F.A.I.T.H. Riders Motorcycle Ministry, Inc.



Michael L. Stewart, President

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DIVISION OF CORPORATION
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