N15270

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TALLAHASSEE, FLORIDA

N/C AMEND

FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 22, 2010

LARRY KENNEDY
MINISTRY SYSTEMS, INC.
PO BOX 540206
ORLANDO, FL 32824

SUBJECT: MINISTRY SYSTEMS, INC.
Ref. Number: N15270

We have received your document for MINISTRY SYSTEMS, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for $52.50.

The fee to file articles of amendment is $35. Certified copies are optional and are $8.75 for the first 8 pages of the document, and $1 for each additional page, not to exceed $52.50.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 710A00029660

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

COVER LETTER

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TALLAHASSEE, FLORIDA

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ministry Systems, Inc.

DOCUMENT NUMBER: N15270

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

Please return all correspondence concerning this matter to the following:

Larry Kennedy
(Name of Contact Person)

Ministry Systems, Inc.
(Firm/ Company)

P.O. Box 540206
(Address)

Orlando, FL 32854
(City/ State and Zip Code)

larry@larrykennedy.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Larry Kennedy at (407) 290-1597
(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

Articles of Amendment
to
Articles of Incorporation
of

Ministry Systems, Inc.

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

N15270

(Document Number of Corporation (if known)

11 JAN 12 AM 10: 49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

QMI Foundation, Inc.

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: -NA-
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

P.O. Box 540206
Orlando, FL 32854-0206

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: -NA-

New Registered Office Address: ______________________
(Florida street address)

______________________, Florida______
(City) *(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)

Title	Name	Address	Type of Action
Sec.	Dorothy Kennedy	3872 N. Lake Orlando Parkway Orlando Fl 32808	☑ Add ☐ Remove
Dir	Steven Noel	300 Brigade Court Ashland VA 23005	☑ Add ☐ Remove
			☐ Add ☐ Remove

E. **If amending or adding additional Articles, enter change(s) here:**
(*attach additional sheets, if necessary*). *(Be specific)*

Amend/Replace Article III - Purposes, Section (a) as follows:

(a) The purpose of this corporation is to provide educational and charitable services for training small business and nonprofit leaders through teaching, counseling, and mentoring activities conducted personally and via the Internet.

Amend/Replace Article III - Purposes, Section (d) as follows:

Delete Article III - Section (d)

(Note: Amended Articles of Incorporation are attached.)

The date of each amendment(s) adoption: December 17, 2010

(date of adoption is required)

Effective date if applicable: December 31, 2010

(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 17, 2010

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)

Larry Kennedy

(Typed or printed name of person signing)

President

(Title of person signing)

ROSEANN CAMACHO
Notary Public, State of Florida
Commission# DD841650
My comm. expires Nov. 30, 2012

12·17·10

AMENDED ARTICLES OF INCORPORATION
OF A FLORIDA CORPORATION NOT FOR PROFIT
DOCUMENT NUMBER: N15270

The undersigned, for the purposes of forming a corporation not for profit under the Florida Not for Profit Corporation Act, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be QMI Foundation, Inc. For convenience the corporation shall be referred to in this document as "the corporation."

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - CORPORATE PURPOSES

(a) The purpose of this corporation is to provide educational and charitable services for training small business and nonprofit leaders through teaching, counseling, and mentoring activities conducted personally and via the Internet.

(b) The corporation shall neither have nor issue any stock. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. The property of this corporation is irrevocably dedicated for the purposes specified in Article III above. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers or other private persons, but 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 hereof.

(c) The corporation shall not carry on any activity not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue law); or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE IV - DISSOLUTION

Upon the dissolution of the corporation, no member, director, or private person, corporate of individual, or other private interest shall be entitled to any distribution of its remaining funds and other property. The balance of such funds and property shall, after the payment of all debts and liabilities of the corporation be distributed to an organization operated exclusively for charitable purposes and which has qualified under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any United States Internal Revenue Law), as shall be provided by the Board of Directors.

ARTICLE V - DISTRIBUTION OF INCOME

This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law).

The corporation shall not:

(a) engage in any act of Self Dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law);

(b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law);

(c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law); or

(d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law).

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator of the corporation is Larry Kennedy, 3872 N. Lake Orlando Parkway, Orlando, FL 32808

ARTICLE VII - MEMBERS

The qualifications for Members of the corporation and the manner of their admission shall be as regulated by the Bylaws of the Corporation. The initial members shall be the initial Board of Directors.

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The Corporation's registered agent is Larry Kennedy. The street address of the Corporation's registered office is 3872 N. Lake Orlando Parkway, Orlando FL 32808.

ARTICLE IX - BYLAWS

Subject to the limitations contained in the Bylaws as amended and restated on August 1, 2008 and any limitations set forth in the Corporations Not-for-Profit Law of Florida, concerning corporate action that must be authorized or approved by members of the corporation, the bylaws of this corporation may be made, altered, rescindable, added to, or new Bylaws may be adopted.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The management of the corporation shall be vested in its Board of Directors, and the election of Directors shall be by the Members as provided in the Bylaws of the corporation. There shall be three (3) initial Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). Directors of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments. The name and address of each Director of the corporation is as follows:

President: Larry Kennedy, 3872 N. Lake Orlando Parkway, Orlando FL 32808

Treasurer: Dwight Reeves, 450 Ridge Manor, Lake Wales FL 33853

Secretary: Dorothy Kennedy, 3872 N. Lake Orlando Parkway, Orlando FL 32808

Director: David Farcas, 326 N. E. 264th St., Cross City FL 32628

Director: Steven Noel, 300 Brigade Court, Ashland VA 23005

ARTICLE XII - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles or any amendment to them. Amendments to the Articles of Incorporation may be proposed by any Director and may be adopted by the affirmative vote of a majority of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, the 17th day of December, 2010.

Larry Kennedy

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Larry Kennedy, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State named above this 17th day of December, 2010.

Notary Public

(Affix Seal) ROSEANN CAMACHO
Notary Public, State of Florida
Commission# DD841650
My comm. expires Nov. 30, 2012

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Lake Orlando Homeowners Association, Inc., which is contained in the foregoing Articles of Incorporation.

Larry Kennedy
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Larry Kennedy, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State named above this 17th day of December, 2010.

ROSEANN CAMACHO
Notary Public, State of Florida
Commission# DD841650
My comm. expires Nov. 30, 2012

Notary Public

(Affix Seal)