

Division of Corporations

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## Florida Department of State

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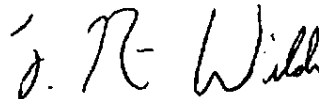
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT AND RESTATEMENT TO**  
**ARTICLES OF INCORPORATION**  
**OF CONVERGENCE POWER, INC.**

The undersigned officer of CONVERGENCE POWER, INC., a Florida not-for-profit corporation (the "Corporation"), desiring to amend and restate the Articles of Incorporation of the Corporation pursuant to Sections 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act, states as follows:

1. The name of the Corporation is CONVERGENCE POWER, INC.
2. The Articles of Incorporation of the Corporation are amended and restated in their entirety as attached hereto as Exhibit A.
3. The amendment to the Articles of Incorporation of the Corporation was approved by unanimous consent of the board of directors of the Corporation on 7/27, 2016.
4. The Corporation has no members; as a result, member approval is not needed.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Amendment and Restatement effective this 27 day of 7, 2016.



Frederick N. Wilder, President

**EXHIBIT A**

(Attached)

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CONVERGENCE NOW, INC.**

The undersigned, being competent to contract, subscribes to these Amended and Restated Articles of Incorporation regarding a corporation not-for-profit under the laws of the State of Florida and certifies as follows:

ARTICLE I - Name

The name of the Corporation shall be:

CONVERGENCE NOW, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 16254 Corner Lake Drive, Orlando, Florida 32820.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall 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 Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

F. The Corporation shall serve as a Christian ministry operated primarily for religious purposes in a manner consistent with the religious beliefs adopted by the Board, including in particular (i) promoting the gospel of Jesus Christ, (ii) hiring and dismissing employees and appointing and removing directors based on the conduct and beliefs of such persons being consistent with the moral, ethical and doctrinal beliefs of the Corporation and (iii) making policy decisions consistent with the goals and standards stated above.

G. The Corporation may engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

#### ARTICLE IV - Term of Existence

The Corporation was formed on January 21, 2016, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE V - Directors

A. The initial number of directors of the Corporation shall be five (5).

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VI - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE VII - Bylaws

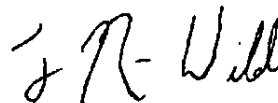
The Bylaws may be adopted, altered, amended or repealed as set forth therein.

ARTICLE VIII - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation this 27 day of ~~June~~ <sup>July</sup>, 2016.



Frederick N. Wilder