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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SOUTH ATLANTIC YOUTH MINISTRY FUND, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOUTH ATLANTIC YOUTH MINISTRY FUND, INC.**

A Florida Not for Profit Corporation

Pursuant to the provisions of Chapter 617 of the Florida Not For Profit Corporation Act (the "Act"), South Atlantic Youth Ministry Fund, Inc., a not-for-profit corporation under the laws of the state of Florida, amends and restates its Articles of Incorporation which were filed on April 12, 2016, and assigned Document Number N16000003785; and adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: South Atlantic Youth Ministry Fund, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

2205 Springmeadow Drive
Spring Hill, FL 34606

ARTICLE III

PURPOSES

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of incorporated Lutheran church congregations that are both: (a) a Member of the Corporation described in Sections 509(a)(1) and 170(b)(1)(A)(i) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law (the "Code"); and (b) either a member of: (i) the South Atlantic District of the Wisconsin Evangelical Lutheran Synod; or (ii) a Synod operating within the geographical region of the South Atlantic District that affirms that it is in doctrinal fellowship with the Wisconsin Evangelical Lutheran Synod (the "Southern Lutheran Member Congregations"), provided that such above described benefits, functions and purposes are also described in Section 501(c)(3) of the Code.

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any

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of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. In the event that the Corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income, and to the extent income is insufficient, principal for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the Corporation is a "private operating foundation", in which case, Section 4942 of the Code is inapplicable), and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

6. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to one or more of the then existing Southern Lutheran Member Congregations or exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the then existing Southern Lutheran Member Congregations, provided that such above described distributions, benefits, functions and purposes are also described in Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine.

ARTICLE IV **ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE V **MEMBERSHIP**

The Corporation shall have members as provided in the Bylaws.

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ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

Robert Barnard
2205 Springmeadow Drive
Spring Hill, FL 34606

ARTICLE VII INCORPORATOR

The name and address of the Incorporator are:

Kevin A. Kane
c/o Gunster, Yoakley & Stewart, P.A.
225 Water Street, Suite 1750
Jacksonville, Florida 32202

Each amendment set forth hereinabove was approved and adopted by the Corporation's Board of Directors on August 16, 2016. The number of votes cast for each amendment by the members of the Board of Directors was sufficient for approval. The Members of the Corporation are not entitled or required to vote on amendments to the Articles of Incorporation of the Corporation.

The duly adopted Amended and Restated Articles of Incorporation of the Corporation supersede the original Articles of Incorporation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are executed as of the 22nd day of August, 2016.



John Backus, President