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C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Financial Grace Inc. _____

DOCUMENT NUMBER: N16000005278 _____

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

Please return all correspondence concerning this matter to the following:

Stephen DeSantis

(Name of Contact Person)

(Firm/ Company)

6280 Adams St

(Address)

Jupiter, FL 33458

(City/ State and Zip Code)

stephenrdesantis@gmail.com

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

For further information concerning this matter, please call:

Stephen DeSantis

561

248-2166

at

(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

Financial Grace Inc.

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

N16000005278

(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**)*

N/A

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

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2016 AUG 25 AM 12:00
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TALLAHASSEE, FLORIDA

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 | _____ | N/A | _____ |
| <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)

1) See attached Articles of Amendment dated 8/18/2016, which amend the previous Articles of Amendment dated 5/27/2016. The 8/18/2016 Amendment is submitted in order to satisfy the purpose clause requirement of the IRS organizational test within IRC Section 501(c)(3) for tax exempt organizations.

2) Also please add Financial Grace's EIN number of 81-1814658 to the State's records on Sunbiz.org.

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

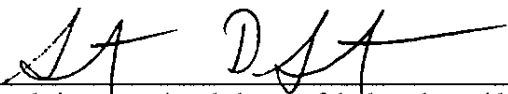
Effective date if applicable: 8/18/2016
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 8/18/2016

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)

Stephen DeSantis

(Typed or printed name of person signing)

Secretary

(Title of person signing)

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
FINANCIAL GRACE, INC.**

In Compliance With Chapter 617, F.S. (Not for Profit)

**ARTICLE I:
NAME**

The name of this corporation is FINANCIAL GRACE, INC. The business of the corporation will be conducted as FINANCIAL GRACE.

**ARTICLE II:
DURATION & PRINCIPAL OFFICE**

The period of duration of the corporation is perpetual.

The principal place of business shall be throughout the State of Florida. The principal office and mailing address is 8235 S Virginia Ave, Palm Beach Gardens, FL 33418

**ARTICLE III:
PURPOSE**

FINANCIAL GRACE, INC. is organized and created as a nonprofit corporation exclusively for educational, religious, and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code and under the laws of the State of Florida. The purpose of the corporation is to educate Christian believers on the dangers of personal debt, to coach individuals toward fiscally responsible living (based on Biblical principles), and to offer individuals gifts in order to pay off personal debts, according to Galatians 6:1-2 ("If another believer is overcome by some sin, you...should gently and humbly help that person back onto the right path...Share each other's burdens, and in this way obey the law of Christ.") and Philippians 2:4 (Don't look out only for your own interests, but take an interest in others, too.).

The corporation may also collaborate with other non-profit organizations, which have similar purposes. In the administration of the above stated purpose, FINANCIAL GRACE, INC. shall not discriminate on the basis of race, creed, gender, or religion against any person willing to learn and live according to Biblical principles.

No part of the earnings of the corporation shall inure to the benefit of or be distributable to its officers, directors, members, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the corporation shall attempt to influence legislation. The corporation shall not participate in, or intervene in (including publishing and/or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall

not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of this corporation.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as provided in the By-Laws of the Corporation.

ARTICLE IV MANNER OF ELECTION

FINANCIAL GRACE, INC. shall be governed by its Board of Directors. The Board of Directors shall be elected in the manner prescribed in the By-Laws of the corporation.

ARTICLE V INITIAL DIRECTORS AND OFFICERS

The initial directors of the corporation shall be the following:

| | |
|----------------|---|
| President: | Christopher Graeve 8235 S Virginia Ave Palm Beach Gardens, FL 33418 |
| Vice President | David Ewald 200 Waterway Dr S, Apt 204, Lantana, FL 33462 |
| Treasurer | Dennis Rivera 17851 68th St N Loxahatchee, FL 33470 |
| Secretary | Stephen DeSantis 6280 Adams St Jupiter, FL 33458 |

No officer or director of this corporation shall be personally liable for the debts or obligations of FINANCIAL GRACE, INC. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VI REGISTERED AGENT

The initial Registered Agent of FINANCIAL GRACE, INC. is:

Christopher Graeve
8235 S Virginia Ave
Palm Beach Gardens, FL 33418

ARTICLE VII
INCORPORATOR

The Incorporator of FINANCIAL GRACE, INC. is:

Stephen DeSantis
6280 Adams St
Jupiter, FL 33458

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



Signature of Registered Agent

Date 8/18/16



Signature of Incorporator

Date 8/18/16