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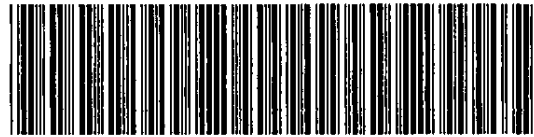
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TALLAHASSEE FLORIDA

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A. R. R. R.

COVER LETTER

TO: Amendment Section
Division of Corporations

Compass-finances God's way North America, Inc.

NAME OF CORPORATION: _____

N17000001798

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Jim Whorton

(Name of Contact Person)

Compass-finances God's way North America, Inc.

(Firm/ Company)

P O Box 2557

(Address)

Sanford, FL 32772

(City/ State and Zip Code)

jim.whorton@compass1.org

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

For further information concerning this matter, please call:

Jim Whorton

904-531-0007

(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:

☒ \$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)

CK# 3162
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

April 5, 2017

JIM WHORTON
P.O. BOX 2557
SANFORD, FL 32772

SUBJECT: COMPASS - FINANCES GOD'S WAY NORTH AMERICA, INC.
Ref. Number: N17000001798

We have received your document for COMPASS - FINANCES GOD'S WAY NORTH AMERICA, INC. and your check(s) totaling \$35.00. 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Carol Mustain
Regulatory Specialist II

Letter Number: 517A00006507

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
COMPASS – FINANCES GOD’S WAY NORTH AMERICA, INC.
A FLORIDA NONPROFIT CORPORATION**

NAME OF CORPORATION

The name of this Corporation shall be COMPASS – FINANCES GOD’S WAY NORTH AMERICA, INC.

PURPOSES

Section 1. The specific and primary purposes for which this corporation is formed are (i) teaching people the Gospel of Jesus Christ and God’s way of handling money as revealed in the Bible, and (ii) assisting other charitable organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”), or the corresponding provisions of any future tax laws; (iii) seeking support by soliciting, receiving and administering gifts and bequests of funds and property, both restricted and unrestricted, for charitable purposes and taking and holding, absolutely or in trust, for any of such purposes funds and property of every kind, real, personal, tangible and intangible, subject only to any limitations and conditions imposed by law or by the instrument under which received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the proceeds of and earnings from such property in accordance with investment policies established from time to time by the corporation’s Board of Directors; and (iv) exercising any, all and every power, including trust powers, which a corporation not for profit created under the laws of the State of Florida can be authorized to exercise.

Section 2. The corporation is organized exclusively for charitable, religious, and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

Section 4. In the event this corporation is in any year determined to be a “private foundation” as defined in Section 509(a) of the Code it shall:

(a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws. (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.

(c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.

(d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.

(e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

NO MEMBERSHIP

The corporation shall not have any members.

BOARD OF DIRECTORS

Section 1. Except for the initial Board of Directors of the Corporation, whose names are set forth in Section 2, below, the Board of Directors shall be as determined and fixed by the bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the initial Board of Directors of the Corporation are as follows:

<u>Name of Director</u>	<u>Mailing Address</u>
Kyle Hasbrouck	605 Arbor Park Way Saint Augustine, FL 32084
Dan Schilling	2488 State Highway 294 Harpster, OH 43323
Jerry Taylor	15242 Township Highway 108 Upper Sandusky, OH 43351

DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to Compass – Finances God’s Way, Inc. a Florida corporation, or its successor; provided it is described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws; provided further, that if it is not described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, such assets shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

March 1, 2017

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

Effective date if applicable: _____
(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.

March 28, 2017

Dated _____

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)

James H Whorton

(Typed or printed name of person signing)

Incorporator

(Title of person signing)