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Annuity
Restated

FEB 08 2021

AL BRITTON

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: **AWKNG, Inc.**

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☒ \$45.75 Filing Fee ☐ \$52.50
& Certified Copy Filing Fee,
 Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: **Mark P. Miller I Bird Loechl Brittain & McCants**
Name (Printed or typed)

3414 Peachtree Road NE Suite 1150
Address

Atlanta GA 30326
City, State & Zip

404-264-9400
Daytime Telephone number

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

NOTE: Please provide the original and one copy of the document.

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
AWKNG, INC.

(A FLORIDA NOT FOR PROFIT CORPORATION)

These Amended and Restated Articles of Incorporation of AWKNG, Inc. (the "Articles"), which require the affirmative vote of a majority of the current directors in order to be adopted by the Corporation, were adopted and authorized at a duly noticed meeting at which a sufficient number of votes were cast approving the restatement on and as of the date, December 21, 2020, amending and superseding entirely the original Articles of Incorporation, and any amendments thereto; all pursuant to the Florida Not For Profit Corporation Act, as amended. There are no members entitled to vote.

ARTICLE I. NAME

The name of the corporation is:

AWKNG, Inc.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended. The corporation recognizes the sovereignty of God and the Lordship of Jesus Christ in all things. The corporation shall be governed according to the Holy Bible, and according to the religious beliefs of the corporation. The corporation recognizes God's ordination of the civil authority and the legitimate laws in support thereof. The corporation shall uphold the laws of the civil authority provided said laws are not in conflict with the Holy Scriptures or with the religious doctrines of the corporation as it shall determine, in accordance with its governing documents.

ARTICLE III. PURPOSES

The corporation is organized exclusively for religious, religious charitable, and religious educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law, referred to herein as the "Code"), including, but not limited to, edifying the Body of Christ and reaching the lost through the creation, dissemination, instruction and broadcasting of Christian theological and devotional materials and curricula by the means of various media, as well as through the association and cooperation of churches using such materials and curricula for the spread of the Gospel, as well as making distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Code. Subject to the foregoing, the corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended.

ARTICLE IV. DURATION

The corporation shall have perpetual duration.

ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying and Political Campaigning Restrictions. To the extent prohibited by applicable law, but subject to the protections of the First Amendment of the U.S. Constitution and other laws guaranteeing free exercise of religion and freedom of speech, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (within the meaning of Section 501(c)(3) of the Internal Revenue Code), nor shall this corporation participate in 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. Notwithstanding the foregoing, the corporation may make the election provided in Section 501(h) of the Internal Revenue Code.

Section 3. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI. DIRECTORS

Section 1. Number. The board of directors shall consist of not fewer than three (3) members, and of not more than a maximum number determined by the bylaws of the corporation as amended from time to time. At all times, the corporation shall have an odd number of directors.

Section 2. Powers. The board of directors shall govern the corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the bylaws and corporate governing documents other than the Articles of Incorporation by

a majority vote (except where a greater vote or the consent of the members is expressly required), in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 3. Term and Election. The term of each member of the board of directors shall be as established in the bylaws. The board of directors shall be an odd number, with one board member being elected or appointed as an independent director, by any method provided for in the bylaws. The remaining directors (constituting an even number), shall be appointed equally by the two member entities identified in Article VII, below.

Section 4. Amendment. Except where a greater vote is expressly required hereunder or the consent of the members is required, the board of directors shall have the power to amend these Articles of Incorporation, by a majority vote of the directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States.

Section 5. Current Directors. The current board of directors shall consist of six (6) members, whose names are Charles S. Weems, Kerri Weems, Wayland Wiseman, Andrew King, Christopher Brooks and Bryan Schwartz. Each director may be reached at 1000 Riverside Avenue, Jacksonville, FL 32204.

ARTICLE VII. NO MEMBERS

The corporation shall have no members.

ARTICLE VIII. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax-exempt not for profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes Annotated, as amended.

Section 2. Restrictions. Subject to Article II, but notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Section 170(b)(1)(A) or (B) and Section 170(c)(2) of the Internal Revenue Code.

Section 3. Charitable Trusteeship, Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE IX. DISSOLUTION

Section 1. Dissolution. The board of directors may cease corporate activities and dissolve and liquidate the corporation, by at least a two-thirds' vote of the entire board of directors.

Section 2. Liquidation. Upon the dissolution of the corporation, the board of directors shall pay or make provision for the payment of all of the liabilities of the corporation from the corporation's remaining funds, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, in such manner as the board of directors shall

determine, or (ii) exclusively to or for the use of such organization or organizations organized and operated exclusively for religious, charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the board of directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, and to the extent that the directors become deadlocked regarding this or any other issue, any such dispute shall be settled by the independent director, except that any recipient of corporate assets must agree unreservedly with the corporation's Statement of Faith.

ARTICLE X. CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Code, and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) that would subject the corporation to tax under Section 4941 of the Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Code) that would subject the corporation to tax under Section 4943 of the Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within

the meaning of Section 4944 of the Code) that would subject the corporation to tax under Section 4944 of the Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) that would subject the corporation to tax under Section 4945 of the Code.

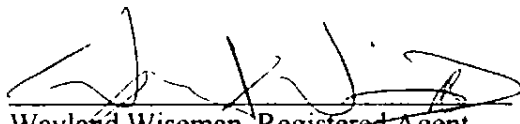
Section 2. Code References. Each reference in these Articles to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE XI. REGISTERED OFFICE AND AGENT:

PRINCIPAL OFFICE

Section 1. Registered Office. The name and street address and county of the current registered agent and registered office of the corporation shall be Wayland Wiseman, 1000 Riverside Avenue, Jacksonville, FL 32204.

Having been named as registered agent to accept service of process for the corporation at the place designated above, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Wayland Wiseman, Registered Agent

12/22/20
Date

Section 2. Principal Office. The principal office of the corporation is currently located be located at 1000 Riverside Avenue, Jacksonville, FL 32204.

Section 3. Changes to Offices and Agents. The board may, by resolution, remove and replace any registered agent, and change any of the offices established in this article.

ARTICLE XII. STATEMENT OF FAITH

The corporation subscribes to the understanding of particular doctrinal matters as set forth in its "Statement of Faith", as provided for in Article II of the corporation's bylaws. Any director who can no longer affirm, in good conscience, the corporation's Statement of Faith shall promptly submit his resignation as a director, and is subject to disqualification as a director by a majority of the remaining directors. Notwithstanding any other statement to the contrary, that portion of the bylaws, as well as this Article XII, shall only be amended or restated by unanimous vote of the corporation's board of directors, and any other provision that conflicts with the Statement of Faith shall be null and void.

ARTICLE XIII. LIMITATION OF LIABILITY

Section 1. Limitation. The personal liability is hereby eliminated entirely of any officer or director to the corporation for monetary damages for breach of duty of care or other duty; provided that such provision shall not eliminate or limit the liability of an officer or director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Section 617.0834(1) of the Florida Statutes, as amended; (iv) For any transaction from which the officer or director derived an improper personal benefit; or (v) For any excise tax prescribed by Internal Revenue Code Sections 4940 through 4945 for which the individual is liable (but not restricting the corporation from providing insurance in connection with such excise taxes).

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article XIII shall be prospective only, and shall not adversely affect any limitation on the personal liability of any officer or director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not For Profit Corporation Act to authorize the further elimination or limitation of liability of any officer or director, then the liability of such officer or director of the corporation shall be limited to the fullest extent permitted by the amended Florida Not For Profit Corporation Act, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article XIII (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XIV: INDEMNIFICATION

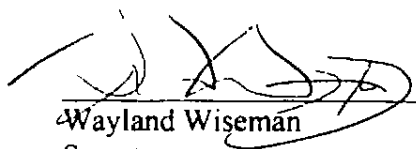
Section 1. Directors and Officers. To the greatest extent allowed by law, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding ("Proceeding"), whether civil or criminal, administrative or investigative (whether or not by or in the right

of the corporation), by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses (including, without limitation, advancing such expenses such as attorneys' fees and court costs), judgments, fines and amounts paid in settlement incurred by him or her in connection with such Proceeding, except for an officer or director who would not be eligible for limitation of liability under the preceding article. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Notwithstanding the forgoing, if any past or present officer or director sues the corporation, other than to enforce this indemnification, such person instituting such suit shall not have the right of indemnification hereunder in connection therewith. The corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporation funds.

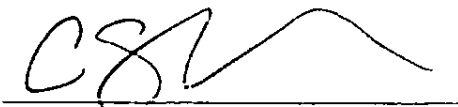
Section 2. Employees and Agents. Without limiting the foregoing, the corporation may, pursuant to its bylaws or resolution of the Board, provide for indemnification and advancement of expenses to employees, advisors and/or agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

AWKNG, INC.

ATTEST:


Wayland Wiseman
Secretary

BY:


Charles S. Weems
President