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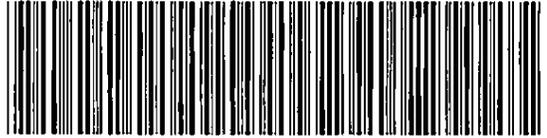
(Business Entity Name)

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2024 MAY 14 AM 11:57  
CLERK OF STATE  
TALLAHASSEE, FLORIDA



**RESTATED ARTICLES OF INCORPORATION**

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME **The Philip Teaching Ministry, Inc.**

The name of the corporation is:

ARTICLE II RESTATEDARTICLES **SEE ATTACHED RESTATED ARTICLES**

The text of the Restated Articles is as follows:

Please  
use  
the attached

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

**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 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	_____	_____	_____
<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			_____

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

*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*

\_\_\_\_\_  
Required Signature/Registered Agent

\_\_\_\_\_  
Date

**ARTICLE VI ARTICLE CONSOLIDATION**

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

**ARTICLE VII REQUIRED ADOPTION INFORMATION**

Adoption of Amendment(s) (CHECK ONE)

These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was \_\_\_\_\_, and the votes cast were sufficient for approval

These restated articles of incorporation were adopted by the board of directors.

**ARTICLE VIII EFFECTIVE DATE:**

**April 28, 2024**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

**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.

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

Dated: May 6, 2024

Signature: \_\_\_\_\_

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

**Bryan J. Yarnell, Esq.**

(Typed or printed name of person signing)

**Incorporator, Secretary, Trustee**

(Title of person signing)

FILED  
2024 MAY 14 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RESTATED  
ARTICLES OF INCORPORATION  
THE PHILIP TEACHING MINISTRY, INC.  
A Florida Not-For-Profit Corporation**

**FILED**  
2024 MAY 14 AM 11:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of the corporation shall be The Philip Teaching Ministry, Inc.

**ARTICLE II  
Principal place of business and mailing address**

The initial principal place of business and mailing address of this corporation shall be: 581 Belfast Terrace, Sebastian Florida 32958.

**ARTICLE III  
Purpose**

Said corporation is organized exclusively for charitable, religious, educational, and scientific 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, or the corresponding section of any future federal tax code.

**Mission Statement**

*To globally impact Christian Teachers, Pastors,  
Missionaries, and Evangelists through the Instruction of God's Word!*

ACTS 8:30-35

**What is The Philip Teaching Ministry?**

The Greek word *parakletos* is defined as coming along side of someone in need. The story of Philip assisting the Ethiopian Eunuch to understand what he was reading is a representative example of someone who comes along the side of another when they are in need of understanding of God's Word.

The Philip Teaching Ministry mission is to develop and support the "Philips" of the world, empowering them to carry on the good fight to see struggling "Eunuchs" grow in their knowledge of God's Word. Theologian Malcolm Yarnell, and his wife Karen, have founded

this needed ministry that supports the local pastor in churches across the world, the seminaries that need strong and clear biblical teaching, and to strengthen those who have received seminary level training yet find it challenging to return to their home country.

The Philip *Teaching* Ministry's primary objectives are to:

- Preach and Teach God's Word Globally
- Develop Strong Biblical Educational Curriculum for Teachers, Preachers, Missionaries, and Evangelists
- Create Teaching Pod Casts that Provides Another Medium for Education & Instruction
- Provide Support for Seminary Students by Encouraging, Exhorting, and Investing in Their Ministry

### **Preach and Teach God's Word Globally**

The primary aim of The Philip *Teaching* Ministry is to teach and train Pastors, Teachers, Missionaries, Evangelists, and Believers across the world, especially in countries where such resources are in short supply. The execution of this objective can include sending Malcolm, and other Biblical Scholars and Teachers to countries in need. Why? Because so many Christian educational facilities cannot afford to bring needed teaching and training to their campus. This is one of the needs that The Philip *Teaching* Ministry wishes to address through providing needed funding to provide such valued Biblical training.

### **Develop Strong Biblical Educational Curriculum**

Curriculum is greatly needed and expensive to create, but The Philip *Teaching* Ministry will tackle this critical ministry opportunity. Through the extensive writings of Malcolm Yarnell, The Philip Teaching Ministry will create training material for the Bible College student, the seminary student, the seminary graduate, the missionary, and the men and women seeking a better understanding of God's Word. Beginning with teaching curriculum for those who have received a seminary education, literature is also needed for those who have never received any training on the scriptures, or how to share God's Word, or how to lead or pastor a church. This ministry effort bolsters those individuals called to the ministry yet haven't the resources for more formal teaching and training.

### **Create Teaching Pod Casts that Provides Another Medium for Education & Instruction**

The world has become "smaller" through social media. One tremendous social media outlet is the creation, conducting, and posting of Pod Casts that are instantly available to people across the world. This vital outlet is yet another opportunity to reach Preachers, Teachers, and Christians world-wide who need spiritual teaching and training yet may be unable to attend a Bible College or Seminary.

### **Provide Support for Seminary Students by Encouraging, Exhorting, and Investing in Their Ministry**

A growing number of seminary graduates, called to minister in their home country, often find the cost of relocation a challenge. Additionally, graduates called to the ministry are in need for further instruction and encouragement as they seek service as a pastor or Bible

teacher at schools in their homeland, many with little to no pay. In some cases, a financial need is so great for a returning seminary graduate to their home country that they may not have the needed finances to relocate. Many such returning graduates need continued learning, but they also need exhortation and encouragement, even financial support, to get them through challenging "re-entry" costs.

**ARTICLE IV  
Trustees**

The names and addresses of the persons who are the initial trustees are:

Brad Humphrey	Chairman of the Board of Trustees and Executive Director
Sidney McCormick	Trustee and Treasurer
Bryan J. Yarnell, Esq.	Trustee and Secretary

The manner in which the trustees are elected or appointed shall initially be made by the above-named trustees. Thereafter the appointed trustees shall take over the operation of the corporation from the incorporator. Subsequent elections shall be governed by the Bylaws of the Corporation. The term, manner of election and removal and number of directors shall be fixed in the Bylaws of the Corporation.

**ARTICLE V  
Limitation of corporate powers**

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes, with the exception that they are limited to effectuating the purposes of the Corporation set forth in Article III as follows:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Third hereof. 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 publishing 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, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 the purposes of this corporation."

**ARTICLE VI**  
**Disposition of assets upon dissolution of the corporation**

Upon the 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

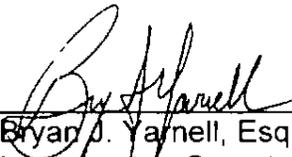
**ARTICLE VII**  
**Initial registered agent and street address**

The name and the street address of the initial registered agent is: Bryan J. Yarnell, Esq., 581 Belfast Terrace, Sebastian, Florida 32958.

**ARTICLE VIII**  
**Incorporator**

The name and the street address of the incorporator for these articles of incorporation is: Bryan J. Yarnell, Esq., 581 Belfast Terrace, Sebastian, Florida 32958.

The undersigned incorporator has executed these Articles of Incorporation on May 6, 2024.

  
\_\_\_\_\_  
Bryan J. Yarnell, Esq.  
Incorporator, Secretary, Trustee

**FILED**  
2024 MAY 14 AM 11:58  
TALLAHASSEE, FLORIDA