

From: Fisher Tousey Leas & Ball
Division of Corporations

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WORLD OUTREACH, INC.
A Florida Not for Profit Corporation

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Pursuant to the provisions of Chapter 617, Florida Statutes, specifically Sections 617.1002, 617.1006 and 617.1007, Florida Statutes (2008), World Outreach, Inc., a Florida not-for-profit corporation, hereby amends and restates its Articles of Incorporation, as amended, in its entirety and adopts the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be **WESTJAX OUTREACH, INC.** For convenience, WestJax Outreach, Inc. may be referred to herein as the "Corporation." The Corporation may register the name "WestJax Outreach" or other similar term as a fictitious name.

ARTICLE II
TERM

The Corporation shall have perpetual existence.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be 5042 Timuquana Road, Jacksonville, Florida 32210, or such other place as the Corporation, in accordance with the bylaws and applicable law, may establish from time to time as its principal office or mailing address.

ARTICLE IV
PURPOSE

The purpose for which the Corporation is organized is exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for any other purpose for which such organizations may lawfully engage. Unless otherwise indicated, as used in this ARTICLE IV and hereinafter, all references to the "Internal Revenue Code" or the "Code" are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

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The general nature and purpose of the Corporation shall be to:

- (a) to fulfill the Great Commandment through various ministries as the Board of Directors of this Corporation shall from time to time prescribe, by providing food, clothing and health care, as well as prayer, counseling and other spiritual assistance and outreach, to those in need, principally within the westside of Jacksonville, Florida, or upon such other conditions and within such territorial area or limits as the Board of Directors may from time to time establish;
- (b) to recruit and train volunteers having an interest in the purposes of the Corporation and who profess faith in the Lord Jesus Christ and belief in the Word of God as expressed in the scriptures; and
- (c) to take, accept and receive donations and grants in furtherance of the foregoing.

ARTICLE V POWERS

The Corporation shall have all of the powers now provided or which may hereafter be provided for not-for-profit corporation under the laws of the State of Florida and is empowered to do all acts and things as from time to time may be necessary or expedient in order to accomplish its general purposes. Included in these powers, without limitation, are the powers to:

- (a) receive and maintain a fund or funds of real or personal property, or both, and, at the discretion of the Board of Directors (other than funds and other property that is restricted by the terms of the gift) and further subject to the restrictions and limitations set forth in these Articles of Incorporation, to use and apply, in whole or in part, any of the principal thereof and income therefrom exclusively for charitable purposes in furtherance of the general purposes of the Corporation, including, without limitation:
 - (i) Requesting, receiving, investing, granting and expending gifts and bequests of funds and property, taking and holding such gifts and bequests either absolutely or in trust, subject only to any conditions imposed by law or by the terms of the gift; provided, however, that the Corporation shall not lend any of its assets to any director or officer of the Corporation, or guarantee to any person the payment of a loan by a director or officer of the Corporation;
 - (ii) Buying, selling, leasing, conveying and disposing of its property and investing or reinvesting the proceeds therefrom;
 - (iii) Borrowing sums of money in order to accomplish the general purposes of the Corporation, subject to the approval of the terms and conditions of such borrowing by the Board of Directors of the Corporation as provided in the bylaws, and further subject to the limitation that no trust assets held by the Corporation may be pledged or committed in a manner that would violate the terms of the trust instrument, if any, under which such assets are held;
 - (iv) Retaining or disbursing and distributing property and funds in furtherance of the general purposes of the Corporation and the specific directions, if any, of donors with regard to property donated by them, except where such directions would impair the

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classification of the Corporation as an exempt non-profit organization under the laws of the United States of America or the State of Florida; and

- (v) In general, executing such other powers which are now or hereafter may be conferred by law on a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the furtherance of the general purposes of the Corporation, subject only to such limitations as are or may be prescribed by law.
- (b) employ and pay, and suffer to work, such agents, employees, servants and other persons, both technical and lay, as shall be necessary to accomplish the above purposes; to acquire by purchase, gifts, donations and endowments, and hold, real and personal property and to apply the same and its increment to the purposes hereof;
- (c) sell, assign, transfer, convey, mortgage, pledge, lease, and otherwise encumber the property of the Corporation; to borrow money and execute its promissory note or notes to evidence the same, and to secure the repayment of such loans by pledge or mortgage;
- (d) encumber its property in the manner and manners set forth above;
- (e) to subscribe for, purchase, receive, own, hold for investment or otherwise, sell, dispose of and make advances upon stocks, shares, bonds, securities and obligations of other corporations, partnerships and associations whatsoever, wherever located, or organized, and while the owner or holder of any such stocks, bonds, or obligations, to exercise all the rights, powers and privileges of ownership thereof, and to exercise all or any voting powers thereof; and
- (f) to do any and all other things which corporations not-for-profit are authorized to do under the laws of the State of Florida; provided, however, that the Corporation shall not carry on activities not permitted to be carried on:
 - (i) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code; or
 - (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VI CAPITAL STOCK

The Corporation shall not have, nor is it authorized to issue, capital stock.

ARTICLE VII MEMBERS

The sole member of the Corporation shall be St. Peter's Episcopal Church, a church of the Episcopal Diocese of Florida and, as such a 501(c)(3) tax exempt entity, which member shall have such membership and voting rights as shall be as specified in the bylaws of the Corporation, as the same may be amended from time to time. The sole member of the Corporation shall have the power to elect and remove the member(s) of the Board of Directors. Membership in the Corporation is not transferable or assignable. No member, if any, shall have any right, title or interest whatsoever in or to any property, assets or income of the Corporation, nor shall any portion of such property, assets or income be distributed to any member on the dissolution or winding up of the Corporation, except as otherwise

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permitted by these Amended and Restated Articles of incorporation and applicable law. The sole member of the Corporation shall not be liable for the debts, liabilities or obligations of the Corporation.

ARTICLE VIII BOARD OF DIRECTORS

The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and the bylaws. The number of members of the Board of Directors shall be as stated in the bylaws, but in no event shall consist of fewer than three (3). Qualification for membership on the Board of Directors, and election procedures, terms of service, powers and duties of the directors of the Corporation shall be as set forth in the bylaws. Where not inconsistent with Chapter 617, Florida Statutes (or any successor statute), and the express provisions of these Articles of Incorporation, the Board of Directors shall have all rights, powers and privileges prescribed by law of directors of corporations for profit.

ARTICLE IX OFFICERS

The day-to-day affairs of the Corporation shall be managed by a President, Secretary, and Treasurer, and by such other officers as stated in the bylaws of the Corporation, which officers may, from time to time, be elected or appointed by the Board of Directors. Each officer shall be chosen by the Board of Directors at its annual meeting, except that any vacancy resulting from death, resignation, removal, disqualification, or any other cause may be filled by the Board of Directors at the next special meeting called for that purpose. Each officer, whether chosen at an annual meeting of the Board of Directors or at a special meeting to fill a vacancy, shall hold office until the next annual meeting of the Board of Directors and until his successor shall have been chosen and qualified, or until such officer's death, resignation, or removal. Duties of such officers shall be those as are from time to time set forth in the bylaws. The Board of Directors or the President, from time to time may appoint such subordinate officers or agents as the Board of Directors or the President may deem necessary or advisable to hold office for such period, have such authority and perform such duties as the Board of Directors or the President, shall from time to time determine.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be altered, amended or rescinded by the members in the manner provided for in the bylaws.

ARTICLE XI BYLAWS

The bylaws shall be adopted by the members, and may be altered, amended or rescinded by the members in the manner provided for in the bylaws.

ARTICLE XII EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation to any person or organization for services rendered, to reimburse directors and officers of the Corporation for expenses incurred by them in the performance of

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their duties, and to pay salary supplements and expenses allowances to officers and employees of the Corporation, and to otherwise make payments and distributions in furtherance of the purposes hereinbefore set for in ARTICLE IV.

ARTICLE XIII DISSOLUTION

No member of the Corporation shall have any ownership or propriety interest in the capital, surplus, assets or property of the Corporation. In the event of liquidation, dissolution, of winding up, whether by voluntary act, bankruptcy or other judicial proceeding, all capital, surplus, property, assets and funds of the Corporation remaining after paying all of its debts and legal obligations shall be disposed of exclusively for the purposes of the Corporation in such manner, or shall be conveyed, transferred and paid over to St. Peter's Episcopal Church, or its successor church (regardless of denomination), or, if such church shall no longer exist, then to Episcopal Diocese of Florida. Any such assets not so disposed of shall be disposed of by the Circuit Court for Duval County, Florida, or, if the principal office of the Corporation is not located in Duval County, Florida, then by a court of competent jurisdiction in which the principal office of the Corporation is then located, in the exercise of the Court's equity jurisdiction over charitable trusts, preference being given, so far as practicable and permissible, to a tax-exempt organization that meets, to the extent practicable, the purposes set forth in ARTICLE IV. None of the assets of the Corporation shall be distributed to any director or officer, or any member of the Corporation, or any other person or organization not described in the foregoing sentence.

IN WITNESS WHEREOF, in accordance with Section 617.1006(4), Florida Statutes (2009), there are no members of the Corporation entitled to vote on the Articles of Amendment so that the these Articles of Amendment amending and restating the Articles of Incorporation of World Outreach, Inc., a Florida not-for-profit corporation, have been duly adopted by the unanimous vote of the Board of Directors of the Corporation, at a meeting held on the 7th day of December, 2009 (as provided pursuant to Article X of the Articles of Incorporation prior to the amendment and restatement hereof), and, pursuant to Section 617.1002(1)(b), Florida Statutes (2009), acknowledged by W. Hamilton Traylor, a director of the Corporation as of the 30th day of December, 2009.


W. Hamilton Traylor
Director

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30th day of December, 2009, by W. Hamilton Traylor, a Director of World Outreach, Inc., on behalf of said corporation who is [x] personally known to me or [] produced a driver's license, # _____ as identification.



Gwen L. Corrigan
Commission # DD584401
Expires September 12, 2010
Bonded Troy Pugh Insurance, Inc. 800-326-7018


Print Name: Gwen L. Corrigan
Notary Public, State of Florida
My commission expires: _____

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