

N35920

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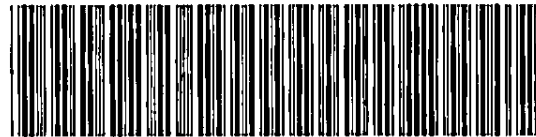
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Liberty Counsel, Inc.

DOCUMENT NUMBER: N35920

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

Please return all correspondence concerning this matter to the following:

Anita Staver

(Name of Contact Person)

Liberty Counsel

(Firm/ Company)

1053 Maitland Center Commons Blvd

(Address)

Maitland, FL 32751

(City/ State and Zip Code)

liberty@LC.org

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

For further information concerning this matter, please call:

Anita Staver

407

875-1776

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:

- | | | | |
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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

RESTATED ARTICLES OF INCORPORATION

OF

LIBERTY COUNSEL, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing and operating a not for profit corporation pursuant to the laws of the State of Florida, does hereby adopt the following Restated Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I
NAME

The name of this Corporation shall be LIBERTY COUNSEL, INC.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law. The principal office of the Corporation shall be in Central Florida.

ARTICLE III
PURPOSES AND GENERAL POWERS

(1) The Corporation is organized and operated pursuant to Section 501(c)(3) of Internal Revenue Code, as amended, exclusively for charitable, religious, educational, and literary purposes. The Corporation's purpose is to proclaim, advocate, support, advance, and defend the good news that God in the person of Jesus Christ paid the penalty for our sins and offers forgiveness and eternal life to all who accept him as Lord and Savior; To engage in preaching, teaching, instruction, devotions, prayer and worship; To ordain, license, or commission ministers, religious leaders and missionaries; To cooperate with churches with shared doctrinal beliefs to advance its purposes through its international litigation, education and policy ministries in the areas of religious liberty, freedom of speech, marriage, family, and the sanctity of human life from the moment of conception to natural death. The Corporation may engage in any and all lawful activities to further its purposes.

(2) This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."

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(b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.

(i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.

(l) To dedicate to the public or to any governmental entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which the Board of Directors shall find will be in aid of the Corporation's purposes.

(n) To have and exercise all powers necessary or convenient to carry out its general purpose.

(2) Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activity that is not permitted for an organization described in Section 501(c)(3) of the Internal Revenue Code. The Corporation is organized exclusively for charitable, religious, educational, and literary purposes, including, for such purposes, the making of distributions of organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

(3) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay all reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. 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 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IV MEMBERSHIP

The members, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE V REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be in Central Florida. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

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ARTICLE VI
BOARD OF DIRECTORS

The manner in which the directors are elected or appointed and the number of directors, which may be increased or diminished from time to time, is set forth in the Bylaws.

ARTICLE VII
INCORPORATORS

The names of the original incorporators are:

Mathew D. Staver
Anita L. Staver
Barbara Broley

ARTICLE VIII
BYLAWS

Except as otherwise provided by law, and subject to the approval of the Corporation's sole voting member, Liberty Mission Trust, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE IX
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify to the maximum extent permitted by law and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity.

ARTICLE X
AMENDMENTS

Subject to the approval of its sole voting member, Liberty Mission Trust, this Corporation reserves the right to amend or repeal these Articles of Incorporation, or any amendment hereto.

ARTICLE XI
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to

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such organization or organizations organized and operated exclusively for charitable, educational, religious or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the city or 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 XII
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

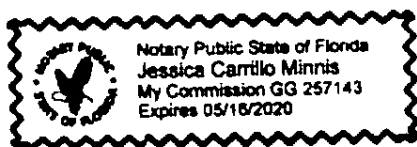
STATE OF FLORIDA
COUNTY OF ORANGE

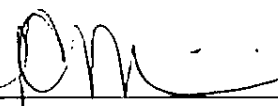
Pursuant to the Bylaws, amendments to the Articles require approval by the voting member. The Restated Articles of Incorporation were adopted by the Board of Directors and approved by the voting member on June 14, 2019. The undersigned declares and certifies that the facts stated herein are true.


Anita Staver
President

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Anita Staver, known to me and known by me to be the person who executed and acknowledged the foregoing Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14th day of June, 2019.



Notary Public: 

My Commission expires: 5/16/2020

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FALL HAVEN, FLORIDA