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Division of Corporations

N 37813

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FOUNDERS MINISTRIES, INC.,**

Founders Ministries, Inc., a Florida Not for Profit Corporation, desires to Amend and Restate its Articles of Incorporation.

Document number: N37813.

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Nonprofit Corporation adopts the following amendment(s) and restatement to its Articles of Incorporation.

ARTICLE I – NAME

The name of this corporation is FOUNDERS MINISTRIES, INC., hereinafter referred to as "Founders" or "the Corporation."

ARTICLE II – CORPORATE ADDRESS

The principal place of business and street address of the Corporation is

1303 Ceitus Terrace

Cape Coral, FL 33991

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ARTICLE III – PURPOSE

Founders is a non-denominational Christian corporation. Our primary and overarching purpose is to bring the love, message, and hope of Jesus Christ to a broken and lost world. In furtherance of our mission, we are committed to proclaiming the good news of Jesus Christ to all nations; to living out Christ's love to others through the preaching and teaching of God's Word, the Bible; and to multiplying maturing disciples of Jesus and healthy ministries—all for the glory of God and the good of the world.

Founders is committed to encouraging the recovery of the gospel and the biblical reformation of local churches. We believe that the biblical faith is inherently doctrinal, and we are therefore confessional in our convictions. We recognize the time-tested Second London Baptist Confession of Faith (1689) as a faithful summary of important biblical teachings and the abstract of that confession known as the Abstract of Principles.

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Additional purposes include the establishing and maintaining of annual Christian conferences, here and around the world, for pastors, ministers, elders, deacons, theological students, and lay people. The conferences will be balanced in respect to doctrine and devotion expressed in the doctrines of grace and their application to the local church, particularly in the areas of worship and witness. Conferences may include a variety of speakers, both live and in video or audio recordings, as well as the presentation of sermons, formal papers, expositions, and devotions and the recommendation and distribution of literature consistent with the nature of the conference. Founders may also attend and exhibit at other conferences.

In addition to conferences, Founders may also engage in creating or joining church networks and fellowships.

Founders may also engage in higher education and seminary work, offering enrollment and master's degree-level programs, both digitally and in person. This may include offering courses through an online study center.

Founders may also publish physical items including, but not limited to, books and CDs, or digital offerings such as audiobooks, ebooks, podcasts, videos, documentaries, docuseries, articles, and journals.

The Corporation will govern itself and conduct its affairs according to the Scriptures, the Amended and Restated Articles herein, and the corporate Bylaws (as may be amended.) This duty and right shall include, but not be limited to, the following matters: hiring and discharge of employees; election or appointment of the Board of Directors and Officers; implementation and conduct of its religious or other services or conferences, if it chooses to do so; programs and ministries; usage of facilities; and all other business and spiritual matters of the corporation.

The Corporation may also seek relationships with public, private, social welfare, and governmental organizations. It may also conduct fundraising to accomplish its purposes. These efforts may include any or all of the following: person-to-person mailings, conferences, community events, website, social media, plus other means approved by the Corporation's governing authority.

It may also partner with other public or private organizations, in addition to or in lieu of partnering with any local, state, or federal agencies. Other entities the Corporation may choose to partner with for specific non-profit purposes include business networks and business or community leaders, in furtherance of the charitable purpose of Founders of providing aid or assistance to those impoverished or otherwise in genuine financial, spiritual, or other need. Donations received in this regard will be used to accomplish these goals.

ARTICLE IV – USE OF INCOME AND TAX-EXEMPT PROVISIONS

The Corporation is organized exclusively for charitable, religious, educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt

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organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

No part of the net earnings 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.

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.

ARTICLE V – POWERS

The Corporation is to have the power to carry out the said purposes of the Corporation, and in general to possess all rights, privileges, and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida.

ARTICLE VI – MEMBERSHIP

The corporation does not have a membership.

ARTICLE VII – TERM OF EXISTENCE

The Corporation shall exist in perpetuity.

ARTICLE VIII – MEETINGS

Corporation meetings of all types, and their notice and quorum requirements, shall be outlined in the Bylaws.

ARTICLE IX – DIRECTORS AND OFFICERS

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The Board of Directors are the legal governing authority of the Corporation. The directors and officers of the Corporation shall be people of mature experience and knowledge. The method the Directors and Officers are elected or appointed shall be set forth in the Bylaws.

The Board of Directors and their designated agents are authorized to open business checking accounts and to lease, purchase, mortgage, encumber, and sell part or all of the Corporation's real property and personal assets. The Board of Directors are also authorized to apply for all Federal, State, and local grants and financial assistance and aid to supplement our community outreaches.

ARTICLE X – BYLAWS

The Corporation will continue with its current set of Bylaws. They shall be made, amended, or rescinded as stated in the Bylaws.

ARTICLE XI – INDEMNIFICATION

The Corporation shall indemnify any Director or Officer, or former Director and Officer, against expenses necessarily incurred by him/her (legal fees or otherwise) or any amount paid in satisfaction of judgments about any suit or proceeding, whether civil or criminal in nature, in which he/she is made a party because of being or having been such a Director or Officer. No Director, Officer, or former Director and Officer is eligible for indemnification if he/she pleads guilty or is convicted of a crime associated with the Corporation or its affiliates; or enters into a transaction deriving an improper personal benefit, directly or indirectly; or acts with recklessness or commits an act of omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE XII – DISSOLUTION

Upon the dissolution of the Corporation, none of its funds or assets shall be distributed to any Corporation Director, Officer, Trustee, or any other individual. The Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute funds and assets for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. Any such funds or assets not so disposed of shall be disposed of by the Circuit Court 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 religious purpose.

ARTICLE XIII – AMENDMENTS

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These Amended and Restated Articles of Incorporation may be altered, changed, or amended only by a two-thirds vote of the Directors present at a properly convened regular or special meetings of the Directors.

ARTICLE XIV – ADOPTION OF AMENDMENTS

These adopted Restated Articles of Incorporation supersede the original Articles of Incorporation and all Amendments, restated or otherwise, to them.

ARTICLE XV – REQUIRED ADOPTION INFORMATION

There are no Members or Members entitled to vote on the Amendments and Restatement. These Amended and Restated Articles of Incorporation were adopted by the Board of Directors.

The date of adoption of the Amendments and Restatement was January 22 2025, and the votes cast were sufficient for approval.

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

DATE: Jan 31, 2025


Thomas K. Ascol

President

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