

N42423

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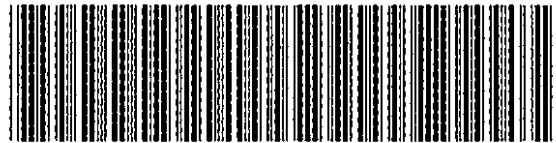
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Amended &
Restated
Articles & NIC

2024 FEB 7

A. RAMSEY

FEB -7 2024

ALLAHASSEE, FLORIDA

X 00789.00524,00671



**CAPITOL
SERVICES**

Filing Cover Sheet

To: Florida Division of Corporations

From: LESLIE SELLERS C/O Capitol Services, Inc.)

Date: 2/2/2024

Trans#: 1438527

Entity Name: LIFE MANAGEMENT MINISTRIES, INC.) N42423

Articles of Incorporation ()

Articles of Dissolution ()

Conversion ()

Foreign Qualification ()

Limited Partnership ()

Reinstatement ()

Other ()

Amendment (XXX) ☒ AMENDED & RESTATED
INCLUDING NAME CHANGE

Annual Report ()

Fictitious Name ()

Limited Liability ()

Merger ()

Withdrawal / Cancellation ()

Partnership Registration ()

STATE FEES PREPAID WITH CHECK # 5650 FOR \$43.75

PLEASE RETURN:

Certified Copy (XXX) Plain Stamped Copy ()

Good Standing (XXX) Certificate of Fact ()



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 5, 2024

CAPITOL SERVICES

TALLAHASSEE, FL 32301

SUBJECT: LIFE MANAGEMENT MINISTRIES, INC.
Ref. Number: N42423

We have received your document for LIFE MANAGEMENT MINISTRIES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The principal office address must be a street address. Please change the principal office address in Article XI to a street address. The mailing address may be a PO Box.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 724A00002475

* Corrected *

Please give original file

date of 2/02/24

2024 FEB -5 PM 3:09
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

LIFE MANAGEMENT MINISTRIES, INC.

(A FLORIDA NOT FOR PROFIT CORPORATION)

(Being renamed Come Near Media, Inc.)

These Amended and Restated Articles of Incorporation of Life Management Ministries, Inc. (the "Articles"), which require the affirmative vote of a majority of the current members and directors in order to be adopted by the corporation, were adopted and authorized by unanimous written consent approving the restatement on and as of the date, January 29, 2024, thereby 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 (sometimes herein, the "Act").

ARTICLE I. NAME

The name of the corporation is:

COME NEAR MEDIA, INC.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended (sometimes herein, the "Act"), and it shall be governed by its Board of Directors according to its religious beliefs. The corporation recognizes the sovereignty of God and the Lordship of Jesus Christ over all of its affairs.

2024 FEB -2 AM 8:41

FILED

ARTICLE III. PURPOSES

The corporation is organized and operated exclusively for religious purposes (including educational, charitable, literary and scientific purposes that are related to and also in furtherance of those religious purposes), all within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code") to support the religious mission and exempt purposes of Come Near, Inc. (the Sole Member identified in Article VII, below), including without limitation making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Subject to the foregoing, the corporation is organized and operated 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 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, if permitted by law, the corporation may make the election provided in Section 501(h) of the Code.

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

Section 4. Integrated Auxiliary Status. (a) The corporation is intended to be an integrated auxiliary as described in Treasury Regulations Section 1.6033-2(h)(1). (b) Thus, to the extent that more than 50% of the corporation's total support comes from sources other than the Sole Member or its members and supporters, then the corporation shall not offer admissions, goods, services or facilities for sale, other than on an incidental basis, to the general public (except those sold at a nominal charge or for an insubstantial portion of cost). (c) The corporation shall report at least annually, regarding its financial and general operations, to the Sole Member.

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.

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, repeal, or amend the Bylaws and corporate governing documents other than the Articles of Incorporation by a majority vote of directors then in office (except where a greater vote of the directors is required), in any way permitted by applicable law, but which is not inconsistent with the Holy Bible, the Statement of Faith, these Restated Articles of Incorporation, or applicable law, provided that such amendment or repeal is approved in writing by the Sole Member.

Section 3. Term and Election. The term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Amendment. Unless a greater majority is expressly required herein, the Board of Directors shall have the power to amend or restate these Restated Articles of Incorporation by a two-thirds (2/3) majority vote of the directors then in office, in any way permitted by applicable law, but which is not inconsistent with the Holy Bible or the Statement of Faith, provided further that such amendment or restatement is approved in writing by the Sole Member.

Section 5. Current Directors. The current Board of Directors consists of four (4) members, whose names are Rob Hoskins, Mart Green, Gary Nelson, and Joey Sager, each of whom may be reached at the principal office of the corporation.

ARTICLE VII. SOLE MEMBER

The corporation has one (1) member, COME NEAR, INC. (EIN: 93-1874122) (herein, the "Sole Member"), a nonprofit corporation organized and operated as a tax-exempt entity described in Sections 501(c)(3) and 170(b)(1)(A)(i) of the Code, with such

rights and powers as are expressly stated herein and in the Bylaws. Notwithstanding any other provision herein to the contrary, no right or privilege of the Sole Member provided herein of in the Bylaws may be materially reduced or eliminated without the express written consent of the Sole Member.

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 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 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. MERGER AND DISSOLUTION

Section 1. Merger and Dissolution. The Board of Directors may merge with another corporation or cease corporate activities and dissolve and liquidate the corporation by at least a two-thirds (2/3) vote of the entire Board of Directors, provided that the Sole Member also consents in writing to the merger or dissolution.

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 the Sole Member, or such other 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 agree with the corporation's Statement of Faith, 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 Sole Member.

ARTICLE X. CONTINGENT RESTRICTIONS

Section 1. Contingent Private Foundation 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 of Incorporation 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 are Capitol Corporate Services, Inc., 515 East Park Avenue 2nd Floor, Tallahassee, Leon County, Florida 32301.

Section 2. Principal Office; Mailing Address. The principal office and mailing address of the corporation are currently 2601 Oberlin Road, Ste 100, Raleigh, NC 27608.

Having been named as registered agent to accept service of process for the 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.

Kim Tablock, Asst Sec
Registered Agent

2/2/24
Date

Section 3. Changes to Offices and Agents. The Board of Directors 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 the corporation's Statement of Faith which is the statement of faith of the Sole. All directors shall affirm the corporation's Statement of Faith or be subject to immediate dismissal by a majority of the other directors (in addition to being subject to dismissal at any time by the Sole Member). Notwithstanding any other statement to the contrary, this Article XII shall only be amended or restated by an affirmative vote of 90% or greater of the Sole Member's Board of Directors, and any other provision that conflicts with the corporation's 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 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 addition to approval by the Sole Member. In the event of any amendment of the Act to authorize the further elimination or limitation of liability of an 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 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 of Directors, 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.

I submit this document and affirm that, to the best of my knowledge and belief, 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 section 817.155 of the Florida Statutes.

COME NEAR MEDIA, INC.

BY:


Ken Calwell, CEO

1/29/24
Date