

N49795

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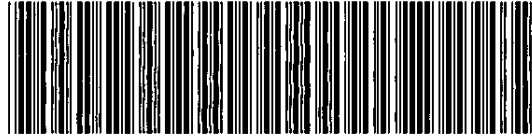
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EXCEPTIVE DATE
4-12-09

Amended + Restated
Art / NZ

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 APR--6 PM 3:13

Roberts / APR 09 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Deeper Life Full Gospel Baptist Fellowship Intl. Inc.

DOCUMENT NUMBER: N49795

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

Please return all correspondence concerning this matter to the following:

Kenneth Williams
(Name of Contact Person)

Deeper Life F.G.B.F.I. Inc.
(Firm/ Company)

P.O. Box 37312
(Address)

Jacksonville, Florida 32236
(City/ State and Zip Code)

For further information concerning this matter, please call:

Kenneth Williams at (904) 535-9709
(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:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" 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

EFFECTIVE DATE
4-16-09
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

09 APR -6 PM 3:13

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

Deeper Life Full Gospel ^{OF} Baptist Fellowship International,
Inc.

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, do hereby certify that the following Amendment of Incorporation, replacing the original Articles of Incorporation in total, was approved by the Directors of said corporation at a special meeting of the Directors called for that purpose on the 31st day of December, 2008.

ARTICLE I

The name of the corporation shall be: **All Nations Church International, Incorporated**

ARTICLE II

Mailing Address: P.O. Box 37312

Jacksonville, Florida 32236

ARTICLE III

The purpose for which the corporation organized are: to operate exclusively for religious, charitable educational and distinct ecclesiastical of 1984, as amended or any superseding statute thereto and such purposes shall include the following:

- a) Religious
- b) To conduct a local Church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all of the Commandments and provisions as set forth in the Holy Bible, the irrevocable Word of God, Pursuant thereto, the following activities and guidelines shall be established:

1. To disseminate the Gospel of Jesus Christ and the Word of God, to the end that the people of God may be conformed to the image of Jesus Christ.
2. To pray for and counsel with couples for the healing of their marriages, so that the home life of each member is healthy and fruitful by Biblical standards.
3. To regularly assemble together the members of this Church fellowship one with another and to worship God in spirit and in truth; and to cooperate in assembling of the whole Body of Christ.
4. To provide basic New Testament discipleship in its fellowship and activities and in the move of the Holy Spirit.
5. To baptize in water; to anoint with oil; to marry; to dedicate infants; to celebrate the Lord's Supper and to bury the dead.
6. An ecclesiastical form of government shall be established.
7. Ordination of ministers upon completion of the prescribed course of study, designated by this church's governing body.
8. Establishment of a church membership based upon acceptance of recognized creed, belief and support of the vision of the church.
9. To act with charitable concern for, and to help and carry on programs of social action for the poor, widowed, orphaned, afflicted, imprisoned, underprivileged, and aged persons regardless of race, social position, or religious affiliation.
10. Through intercessory prayer groups; to pray for the need of all men.
11. To support and encourage communication and extension of the Christian life and witness by sound and comprehensive preaching and teaching of the Holy Bible and the Gospel of the Jesus Christ to all men, both within this church and else where, not only by conventional modes, but also by all means which will accomplish such communication, extension teaching and preaching, including but not limited to media of communication developed by modern technology; and in aid of such communication, but not for private profit. To sponsor, participate in, conduct or engage in radio broadcasting, television broadcasting, the printing or reproducing and publication of recordings, books and other materials. The establishment and operation of a school or schools, and the conducting of seminars, study groups, work shops and meetings, by either offerings for such purposes; and to grant aid and pay reasonable compensation for services actually rendered to persons, firms and corporations for such purposes.
12. Promote and encourage, through the ministry of the Organization, cooperation with other Organizations, ministering within the community.
13. To acquire and hold such property, either real or personal, for Church purposes, as by necessary for its membership and the worship of God.
14. Establishment of various religious service pursuant to the recognized Creed, form of worship, code of doctrine and discipline of the church, and establishment of Sunday schools and religious schools for Christians and education instruction to the young and to the old.

15. To assist in the establishment and maintenance of their churches; and to send forth missionaries for the establishment and up building of other churches, both domestic and foreign.

In accordance with and in addition to the powers conferred by the laws of the State of Florida, the non-Profit Corporation shall have the following powers:

- a. To receive and accept gifts, money, property and to hold the same for any of the purposes of Corporation and its work.
- b. To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.
- c. To acquire, own, lease, mortgage and dispose of property both real and personal.
- d. To conduct and carry on religious services and instruction through public media, including electronic broadcasting, AM and FM radio, telecasting, microwave distribution, closed circuit transmission, and cable television.
- e. To acquire, own and operate such broadcasting and/or telecasting facilities.
- f. To issue annuities and to enter into gift-annuity contracts.
- g. To accept property and donations in trust for religious or charitable purposes.
- h. To acquire, hold, own, sell assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporation, domestic, or foreign, as investments or otherwise, in carrying out any of the purposes of the Corporation and while the owner thereof, to exercise all rights, powers and privileges of ownership including the power to vote thereon.

The property of this non-profit corporation is irrevocably dedicated to charitable purposes. This non-profit corporation is not organized for pecuniary gain or profit, nor shall it have any power to issue certificated of stock or declare dividends and no part of its net earnings or assets shall inure to the benefit of any members, directors, trustees, or individuals. Except that they shall be authorized and empowered to pay a reasonable compensation for actual expenditures and services actually rendered and to make payments distributions furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise to influence legislation. This Corporation shall not participate in or intervene in (including the publishing or distribution of statements) a political campaign. Notwithstanding any other provision of these Articles, this Corporation shall not carry any other activities not permitted to carry on by:

- a. A Corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- b. A Corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- c. In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business property and assets of the Corporation shall go and be distributed to such Non-Profit Corporation qualifying as an Organization exempt under the provisions Section 501 (c) (3) of the Internal Revenue Code 1954, as amended, or any superseding statute thereof, and as an Organization qualifying as public charity under the provisions of Section 509 (a) (1) or 509 (a) (2) of the Internal Revenue Code of 1954, as amended, or any superseding statute, as the Trustees of the Corporation may select and designated; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any other such purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the Country in which the principle office of the Corporation is located, exclusively for such purposes, or the Organization as said Court shall determined, which are organized and operated exclusively for such purposes.

ARTICLE IV

This corporation is organized pursuant to the provision of the Florida Corporation Not for Profit Code. The Board of Trustees shall have and is hereby given power and authority to provide for the qualifications and requirements for membership which without doctrinal provisions or terminology shall primary require a belief in the shed blood of Jesus Christ as the only atonement made for sin, and in the Trinity of the Godhead and the Church as one Spiritual Body made up of all true believers and shall provide the means and manners of membership, which admission shall be free of charge therefore, and shall likewise provide means for suspension from its membership. The business and property of the Corporation shall be managed by a Board of not less than, although not limited to three (3) Directors (Trustees). The present Trustees now duly constituted and elected shall constitute the Board of Trustees and they shall hold their offices for one year and after that year they may be re-elected to the board or replaced by the Chairman, or by special election.

In the event of the inability of any Trustee to act, or in the event of the death of any Trustee, the Chairman shall elect another Trustee, or Trustees, to fill the vacancy or vacancies, thus created. Each Trustee shall be a member in good standing of the Corporation. A new trustee shall be elected by a majority vote to the total Trustees, excluding the Trustee whose position is being filled by vote.

- a. The trustees in their collective capacity shall be known as the Board of Trustees and under that name shall constitute the governing body, and shall conduct and transact all business of the Corporation.

Any action required or permitted by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minute of the proceedings effect as if taken by unanimous written consent of the board of trustees without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action written consent of the board of trustees without a meeting and that the Articles of Incorporation and by-laws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

- b. The Trustees shall have power and authority to hold an annual meeting of the Board of Trustees and may likewise hold special meetings as may be determined by the Board of Trustees. The annual meetings, if and when held, shall be held at the offices of the Corporation or any location at the discretion of the Chairman in month of each year or as soon thereafter in each year as is possible for Trustees to call such meetings shall be held at the offices of the corporation in Jacksonville, Florida.
- c. The board of trustees shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the by-laws of this corporation may authorize the trustees to elect from time to time. The officers shall be elected at each annual meeting of the board of trustee.
- d. The board of trustees shall have authority and power, which is hereby given to provide suitable and proper means and religious ceremony and required tests and qualifications for entrance into the ministry of the Church, hereby being established and organized and by and through the means as established and administered that any and all applicants may be inducted into the ministry thereby license, commission or full ordination with all church authority possible for any church or ecclesiastical body to be given or to possess or to administer all sacred services to vote of a quorum of the Board of Trustees at any regular or special meeting called for that purpose.

ARTICLE V

Kenneth A. Williams, President
2373 Mallory Hills Road
Jacksonville, Florida 32221


Charlene Stokes Williams, Vice President
2373 Mallory Hills Road
Jacksonville, Florida 32221

Len Showalter, Secretary
13856 Danforth Drive So.
Jacksonville, Florida 32224

ARTICLE VI

The name and address of the Registered Agent is: **Kenneth A. Williams**
2373 Mallory Hills Road
Jacksonville, Florida 32221

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.


Signature/Registered Agent

4/2/09
Date

Articles of Amendment
to
Articles of Incorporation
of

Deeper Life Full Gospel Baptist Fellowship International, Inc.
(Name of Corporation as currently filed with the Florida Dept. of State)

N49795

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

All Nations Church International Incorporated

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>Secret</u>	<u>Len Showalter</u>	<u>13856 Danforth Drive So. Jacksonville, Fl. 32224</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>Treasu</u>	<u>Allie Walker-Aybar</u>	<u>9580 Harriet Ave. Jacksonville, Fl. 32208</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>Secret</u>	<u>Janet Kelly</u>	<u>3952 Atlantic Blvd. Jacksonville, Fl. 32207</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Article I (Name of the Corporation shall be: All Nations Church International, Inc.)

Article III (number 5) to dedicate infants

Article III (number 15) establishment and building up of other churches

Article IV "The present Trustees now duly constituted and elected shall constitute the Board of Trustees and they shall hold their offices for one year and after that they may be re-elected to the board or replaced by the Chairman, or by special election

Article IV (b.) The annual meetings, if and when held, shall be held at the offices of the corporation or any location at the discretion of the Chairman in the 4th month of each year, or as soon thereafter in each year as is possible for Trustees to call such meetings shall be held at the offices of the corporation in Jacksonville. Florida.

Article (V) Kenneth A. Williams, President

Charlene Stokes Williams, Vice President

Len Showalter, Secretary

(note: please see attached)

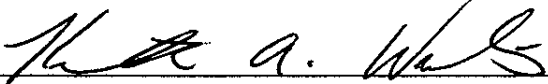
The date of each amendment(s) adoption: April 2, 2009

Effective date if applicable: April 12, 2009
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated April 2, 2009

Signature 

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

Kenneth A. Williams
(Typed or printed name of person signing)

Chairman/President
(Title of person signing)