

N92000000563

TRANSMITTAL LETTER

September 26, 2002

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
02 OCT -3 PM 3:31

SUBJECT:

CROSSOVER REFUGE MINISTRIES, INC.

WHICH HEREIN CHANGES ITS NAME TO

PARALLEL UNIVERSE MINISTRIES, INC.

A Florida Not-For-Profit Corporation
Document Number N92000000563

Original Articles filed:
November 30, 1992

Articles of Amendment filed:
February 14, 1994
December 12th, 1994
May 25, 1995

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*****35.00 *****35.00

Enclosed please find:

✓ One original and one copy of the Articles of Amendment to the Articles of Incorporation.

✓ Our check for \$35.00.

FROM:

Rev. Steven D. Meigs
Parallel Universe Ministries, Inc.
17708 Rivendel Rd.
Lutz, FL 33549-5534
(813) 948-0777

Amend E n/c

V SHEPARD OCT 7 2002

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF
CROSSOVER REFUGE MINISTRIES, INC.

WHICH HEREIN CHANGES ITS NAME TO
PARALLEL UNIVERSE MINISTRIES, INC.
Florida Not-For-Profit Corporation # N92000000563

FILED STATE
SECRETARY OF CORPORATION
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The undersigned, acting as Directors of a not-for-profit corporation pursuant to chapter 617, Florida Statutes, adopt the following Amended Articles of Incorporation this 26nd day of September, 2002.

ARTICLE I - CORPORATE NAME

The name of the Corporation shall be changed to Parallel Universe Ministries, Inc., hereafter referred to as the Corporation.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

Parallel Universe Ministries, Inc.
17708 Rivendel Rd.
Lutz, FL 33549-5534

ARTICLE III - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE IV - GENERAL PURPOSES

The general purposes for which the Corporation exists are as follows:

A. For the advancement of religion, charity, education, and any other related or corresponding charitable purposes by the distribution of its fund for such purposes.

B. To operate exclusively in any other manner for such religious, charitable, and educational purposes as well as qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

C. To engage in any other activities or business permitted under the laws of the United States and Florida.

ARTICLE V - SPECIFIC PURPOSES

The specific purposes for which the Corporation exists are as follows:

- A. To promote the teachings of Jesus Christ as recorded in the Holy Bible; to demonstrate His deity, His resurrection, and His desire to reveal Himself to every human in personal and intimate relationship; to demonstrate that He is the true answer to the eternal needs of humanity.
- B. To operate as a community church open to the general public, providing modern worship and inspirational teaching on a regularly scheduled basis at a regular location; to conduct Biblical studies, support groups, artist forums, concerts, drama presentations, and other meetings and activities as deemed appropriate for the furtherance of the specific purposes set forth above.

ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

Section A - BOARD OF DIRECTORS

- A. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors comprising members of the Corporation. The minimum number of Directors at any time shall be three. Limitations as to the maximum number of Directors or term duration may be defined in the Bylaws of the Corporation. There shall be no limitations imposed regarding the maximum number of consecutive terms allowable.
- B. The Directors named herein as the current Board of Directors shall hold office until such time as they are removed from office and new Directors installed, according to the following procedures, and any additional procedural requirements stated in the Bylaws of the Corporation. The Chairman named herein as the current Chairman shall hold office until such time as a new Chairman is installed, according to the following procedures, and any additional procedural requirements stated in the Bylaws of the Corporation.
- C. Additional Directors shall be elected by a unanimous decision of the Board of Directors, or by a majority vote of the Directors with which the Chairman concurs. Current Directors may be removed by either of the same processes, or by willful resignation. In cases where the removal of a Director is considered, a decision by the Board of Directors may be deemed unanimous without the consent of the Director being considered for removal. Elections may be held at any time.
- D. A new Chairman shall be elected by a unanimous decision of the Board of Directors. Such decision may be deemed unanimous without the consent of the current Chairman. Elections may be held at any time.
- E. Specific additions to the rules governing the installation and removal of Directors shall be included in the Bylaws of the Corporation.

Section B - OFFICERS OF THE CORPORATION

A. Officers of the Corporation shall be installed by appointment of the Board of Directors or the Chairman, at any time. Officers may be removed by a decision of the Board of Directors or the Chairman, at any time. Directors may also serve as Officers of the Corporation.

B. Specific Official positions, including descriptions of the responsibilities of each position and rules governing the installation and removal of Officers in each position, shall be included in the Bylaws of the Corporation.

ARTICLE VII - CURRENT BOARD OF DIRECTORS

The current Board of Directors of the Corporation is as follows:

Rev. Steven D. Meigs, Chairman/Director
17708 Rivendel Rd.
Lutz, FL 33549-5534

John J. Vaughan IV, Director
5105 Peachgreen Ct.
Tampa, FL 33624

Randy J. Prats, Director
4606 George Rd.
Tampa, FL 33634

ARTICLE VIII - EARNINGS & ACTIVITIES OF CORPORATION

A. 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 for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

B. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of the 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by 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).

D. Notwithstanding any other provision of the Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

ARTICLE IX - DISTRIBUTION OF ASSETS

Upon 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 such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (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 in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X - MEMBERSHIP AND VOTING PRIVILEGES

The corporation does not have voting members entitled to vote on any proposed amendment, except for the Board of Directors. The Board of Directors may choose to grant the Corporation Officers voting privileges from time to time on specific issues. In situations where the Board of Directors grants the Corporation Officers voting privileges, Directors who are also Corporation Officers may vote in each capacity.

In the best interests of the persons who attend, support, or benefit from the activities of the Corporation, the Board of Directors may choose to allow persons attending regular church activities or special Corporation meetings to participate in the voting process in certain matters and in such manner as the Board deems appropriate.

ARTICLE XI - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not-for-Profit Law of the State of Florida concerning corporate action that must be authorized or approved by members of the corporation, Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by the Board of Directors of the Corporation.

ARTICLE XII - REGISTERED AGENT AND ADDRESS

The name and street address of the current registered agent is:

Rev. Steven D. Meigs
17708 Rivendel Rd.
Lutz, FL 33549-5534
(813) 948-0777

We, the undersigned, being Directors of this not-for-profit corporation formed under the laws of the State of Florida, have adopted all amendments contained within these Amended Articles of Incorporation on this 26nd day of September 2002, and do hereby certify that these Amended Articles of Incorporation supersede the original Articles of Incorporation and all other Articles of Amendment to the Articles of Incorporation submitted prior to this date.

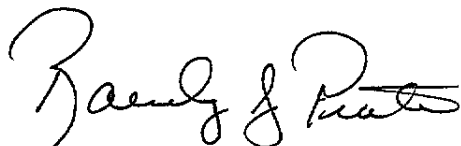
The corporation does not have voting members entitled to vote on any proposed amendment, except for the Board of Directors.



Rev. Steven D. Meigs, Chairman/Director
September 26, 2002



John J. Vaughan IV, Director
September 26, 2002



Randy J. Prats, Director
September 26, 2002

**CERTIFICATION OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Parallel Universe Ministries, Inc.

2. The name and address of the registered agent is:

Rev. Steven D. Meigs
17708 Rivendel Rd.
Lutz, FL 33549-5534
(813) 948-0777

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Rev. Steven D. Meigs
September 26, 2002