

N 9300002603

PHILIP S. HANEY LL.M. (TAXATION)
ADMITTED OKLAHOMA AND TENNESSEE

LAW OFFICES
PHILIP S. HANEY ASSOCIATES
BOULDER TOWERS
1437 SOUTH BOULDER AVENUE, STE. 1050
TULSA, OKLAHOMA 74119-3616

TELEPHONE 918.744.1023
FACSIMILE 918.744.1043
PSHANEY@SWBELL.NET
WWW.LAWYERS.COM/CHURCHLAW

February 25, 2002

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

via UPS 2nd Day Air

600005021176--6
-02/25/02--01049--003
*****35.00 *****35.00

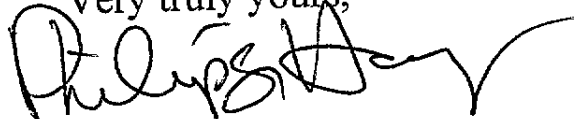
Re: John J. Wagner Ministries, Inc.

Ladies and Gentlemen:

Enclosed is an original and two copies of the Amended and Restated Articles of Incorporation of **John J. Wagner Ministries, Inc.** Please file the original articles and return a file-stamped copy to the undersigned in the self-addressed, postage prepaid envelope provided for this purpose. A check made payable to the "Florida Department of State" in the amount of \$35 is enclosed to cover the cost of filing.

Please call the undersigned if you have any questions in connection with this filing. Thank you for your cooperation and courtesies.

Very truly yours,



Philip S. Haney of
PHILIP S. HANEY ASSOCIATES

PSH:kao
Enclosures

FILED
02 MAR -7 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-2-2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 27, 2002

PHILIP S HANEY, ESQ.
1437 S BOULDER AVE, SUITE 1050
TULSA, OK 74119-3616

SUBJECT: JOHN J. WAGNER MINISTRIES, INC.
Ref. Number: N93000002603

We have received your document for JOHN J. WAGNER MINISTRIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return the original and one copy of 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) 245-6957.

Pamela Smith
Corporate Specialist
Amendment Section

Letter Number: 502A00012100

AMENDED AND RESTATED ARTICLES OF
INCORPORATION
OF
JOHN J. WAGNER MINISTRIES, INC.

FILED
02 MAR -7 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A Florida Corporation Not for Profit)

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the corporation is:

JOHN J. WAGNER MINISTRIES, INC.

ARTICLE II
DURATION

The period of duration of the corporation is perpetual, unless dissolved according to law.

ARTICLE III
CORPORATE PURPOSES; POWERS

1. The purposes for which the Corporation is organized and operated are exclusively religious, charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law. Such purposes shall include the following:

- A. Engaging in religious activities, based on *Acts 6:7*; that the Word of God may increase in the lives of others; that others may multiply exceedingly and ultimately become obedient to the faith.
- B. Preaching the Gospel of Jesus Christ as a religious ministry, and through the utilization of traveling evangelists and ministers.
- C. Proclaiming the Gospel of the Kingdom and the Lordship of Jesus Christ.
- D. Taking the Gospel of Jesus Christ to the world through the personal ministry of John J. Wagner, by whatever means may be appropriate, including the use of media, preaching, teaching, speaking, revivals, conferences, appearances, writings, music, musical production, and other.
- E. Encouraging and sponsoring religious study and education.

- F. Teaching interested individuals, and conducting their study, in the Word of God and all related matters.
- G. Acquiring and holding such property, either real or personal, for ministry purposes, as may be necessary for the worship of God.

2. As a means of accomplishing the above purposes and methods, the corporation shall have the following powers:

- (a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the corporation and its work.
- (b) To raise and assist in raising funds for the purposes herein set forth.
- (c) To acquire, own, lease, mortgage and dispose of property, both real and personal.
- (d) To accept property and donations in trust for religious or charitable purposes.
- (e) 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 corporations, 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.

3. In the conduct of the affairs of the corporation:

- (a) The property of the corporation is irrevocably dedicated to religious, educational and charitable purposes, and 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 to it and to make payments and distributions in furtherance of the purposes set forth in this Article.
- (b) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.
- (c) The corporation shall not:
 - (i) operate for the purpose of carrying on a trade or business for profit;
 - (ii) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
 - (iii) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the corporation.

- (d) The corporation's operations are to be conducted principally in the United States of America; the corporation also may conduct operations in foreign countries, subject, however, to the laws of the state of Florida.

ARTICLE IV REGISTERED OFFICE AND AGENT

The street address and mailing address of the principal office and registered office of the corporation is: 11000 Stirling Road, Cooper City, Florida 33328, and the name of the registered agent at such address is John J. Wagner.

ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

The powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, an independent board of directors. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the corporation. The manner in which the directors of the corporation shall be elected or appointed shall be governed by the provisions of the bylaws of the corporation.

ARTICLE VI CORPORATE NATURE

This corporation is organized under a non-stock basis.

ARTICLE VII MEMBERS

This corporation shall not have members, and shall be governed exclusively by its board of directors. The manner in which the directors of the corporation shall be elected or appointed shall be governed by the provisions of the bylaws of the corporation.

ARTICLE VIII AMENDMENTS

Amendments to these articles of incorporation may be adopted by a majority of the directors in the manner set forth in the bylaws of this corporation.

ARTICLE IX MISCELLANEOUS

1. Notwithstanding any other provision of these articles, the corporation shall not carry on any 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 1986 (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 1986 (or the corresponding provision of any future United States internal revenue law).

2. 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 a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the directors of the corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such directors, for any other such purpose. Any of such assets not so disposed of shall be disposed of by the District 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 purposes.

Dated this 30th day of November, 2001.

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Amendment to the Articles of Incorporation of John J.
Wagner Ministries, Inc.

JOHN J. WAGNER MINISTRIES, INC.

By: 

John J. Wagner, President

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

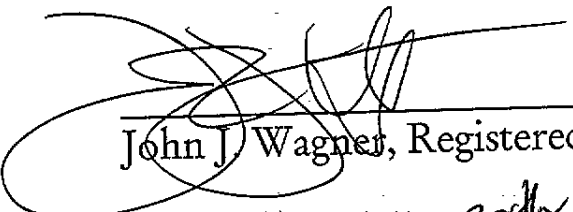
JOHN J. WAGNER MINISTRIES, INC.

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

John J. Wagner
11000 Stirling Road
Cooper City, Florida 33328

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations set forth in Section 607.325, Florida Statutes.



John J. Wagner, Registered Agent

Dated: November 30th, 2001

**CERTIFICATE
TO
AMENDED AND RESTATED ARTICLES
OF
JOHN J. WAGNER MINISTRIES, INC.**

(A Florida Corporation Not for Profit)

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is:

John J. Wagner Ministries, Inc.

SECOND: The corporation originally was incorporated in the state of Florida effective June 3, 1993.

THIRD: The document number of the corporation is N93000002603.

FOURTH: The following amendments to the articles of incorporation were adopted by the corporation:

See attached Amended Articles of Incorporation

FIFTH: There are no members entitled to vote on the amendments and, accordingly, the amendments were adopted by the board of directors of John J. Wagner Ministries, Inc. on the 30th day of November, 2001.

DATED this 30th day of November, 2001.

John J. Wagner Ministries, Inc.

By: 

John J. Wagner, President