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*Amended &
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Articles

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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Church of the Messiah, Inc.

DOCUMENT NUMBER: N93000003835

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

Please return all correspondence concerning this matter to the following:

David F. Paysinger

(Name of Contact Person)

Church of the Messiah, Inc.

(Firm/ Company)

3754 University Club Blvd.

(Address)

Jacksonville, FL 32277

(City/ State and Zip Code)

paysinger_d@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David F. Paysinger

(Name of Contact Person)

at (904) 721-4199

(Area Code & Daytime Telephone Number)

Enclosed is a ☒ check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
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(Additional copy is
enclosed)

☐ \$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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

Church of the Messiah, Inc.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617-1007, Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation is Church of the Messiah, Inc. (the "Corporation" or "Parish") a member of the Diocese of Florida a member of the Charismatic Episcopal Church of North America ("CEC-NA").

ARTICLE II

Perpetual Existence

This Corporation shall have perpetual existence.

ARTICLE III

Organization

The Corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act.

ARTICLE IV

Tax Exempt Purpose

The Corporation is organized and shall be operated exclusively for one or more of the following tax exempt purposes:

1. Religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code.

2. The Corporation shall be organized and operated as a church or as a religious organization that is an integral part of a church, engaged in performing the functions of a church, in furtherance of the above enumerated purposes exempt from federal income tax under Section 501(c)(3) of the Code.

3. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association, organization or trust is organized and operated exclusively for charitable, religious, educational, or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation shall

be subject to the following limitations and restrictions:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 prior enumerated purposes. No 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 of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

b. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

c. In the event it is determined that the Corporation is a private foundation within the meaning of Code Section 509(a), then for any such period, the Corporation shall also be subject to the following additional limitations:

(i) The Corporation shall distribute its income for each tax year at such time and in such manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Code, or the corresponding section of any future federal tax code.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945 of the Code, or the corresponding section of any future federal tax code.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to the limitations provided herein and such limitations as are provided by law.

Notwithstanding any other provision of these articles, this 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 this Corporation.

ARTICLE V

Ecclesiastical Affiliation

The Corporation shall be a constituent congregation of the Charismatic Episcopal Church Diocese of Florida, Inc., a not for profit corporation, organized and existing under the laws of the State of Florida, within and under the jurisdiction of The Southeast Province of the Charismatic Episcopal Church, Inc., a corporation organized and existing under the laws of the State of Alabama, being a province, under applicable Canon Law, of the Charismatic Episcopal Church of North America, Inc., a corporation organized and existing under the laws of the State of Nevada, a national church under the patriarchy of the International Communion of the Charismatic Episcopal Church ("ICCEC"), a corporation organized and existing under the laws of the State of California. The Parish shall be organized and operated under and subject to applicable Canon Law of the Charismatic Episcopal Church adopted on October 22, 1999, as amended from time to time. In the event of any conflict between the Canons of the Parish and the Canon Law of the Charismatic Episcopal Church, the Canon Law of the Charismatic Episcopal Church shall prevail.

ARTICLE VI

Membership

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock. The Corporation shall have no members.

ARTICLE VII

Rector's Council

There shall be at least three (3) members of the Rector's Council, which shall serve as the Board of Directors of the Corporation. The term "Rector's Council" as used herein shall refer to and have the same meaning as "Board of Directors". The number of members of the Rector's Council may be increased or decreased from time to time by the Rector's Council, except that the number of members of the Rector's Council shall never be less than three (3). The method of selection of members to the Rector's Council shall be as stated in the By-Laws of the Parish.

ARTICLE VIII

By-Laws

The Rector's Council shall adopt By-Laws of the Corporation in accordance with the ICCEC Canons and policies and procedures of the CEC-NA and the Diocese of Florida. The By-Laws of the Corporation shall be known as the By-Laws of the Parish and any reference herein to "By-Laws of the Parish" shall be synonymous with the term By-Laws. The By-Laws of the Parish may be amended, altered, rescinded and new By-Laws may be adopted as provided in the By-Laws.

ARTICLE IX
Indemnification

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Parish adopted by the Corporation, by agreement, action of the Rector's Council, or otherwise.

ARTICLE X
Amendments to the Articles of Incorporation

These Articles of Incorporation may be amended by the Rector's Council, in consensus with the Bishop of the Diocese of Florida, provided, however, that any amendment will not adversely affect the status of the Corporation as an organization qualifying for tax exempt status under section 501(c)(3) of the Code, or relevant provisions of the Florida Not For Profit Corporation Act.

ARTICLE XI
Registered Agent

The name of the Registered Agent is Kevin B. Paysinger whose address is 1710 Shadowood Lane, Suite 210, Jacksonville, FL 32207.

ARTICLE XII
Principal Office and Mailing Address

The mailing address and the principal office address of the Corporation is 3754 University Club Blvd., Jacksonville, FL 32277.

IN WITNESS WHEREOF, the undersigned execute these Amended and Restated Articles of Incorporation on the 4th day of November, 2014. The amended and restated articles were adopted on November 4, 2014 by the directors.

David F. Paysinger
Printed Name of President

[Signature]
Signature

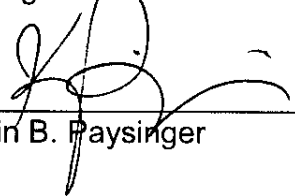
Lon W. Pardee
Printed Name of Secretary

[Signature]
Signed

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Section 617.0501, Florida Statutes, the following is submitted: That Church of the Messiah, Inc. desiring to organize under the laws of the State of Florida with its principal office located at 9000 Regency Square Blvd., Suite 211, Jacksonville, FL 32211, has named Kevin B. Paysinger, 1710 Shadowood Lane, Suite 210, Jacksonville, FL 32207, as its agent to accept service of process within this State.

Having been named to accept service of process for the above referenced Corporation, the undersigned does hereby accept the appointment as Registered Agent and agree to act in this capacity.



Kevin B. Paysinger

12/12/14

Date