

N94000002118

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

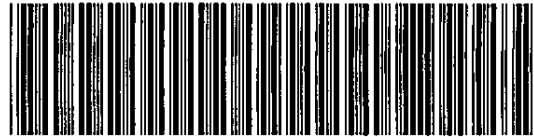
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600296398996

03/21/17--01019--030 **52.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2017 APR 24 AM 8:59

V HERRING
APR 27 2017



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 31, 2017

MICHELLE CALLENDER
CORAL RIDGE MINISTRIES MEDIA, INC.
5555 N. FEDERAL HWY, SUITE 1
FORT LAUDERDALE, FL 33308

SUBJECT: CORAL RIDGE MINISTRIES MEDIA, INC.
Ref. Number: N94000002118

We have received your document for CORAL RIDGE MINISTRIES MEDIA, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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.

Valerie Herring
Regulatory Specialist II

Letter Number: 817A00005742

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Coral Ridge Ministries Media, Inc.

DOCUMENT NUMBER: N94000002118

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

Please return all correspondence concerning this matter to the following:

Michelle Callender

(Name of Contact Person)

Coral Ridge Ministries Media, Inc.

(Firm/ Company)

5555 N. Federal Hwy, Suite 1

(Address)

Fort Lauderdale, FL 33308

(City/ State and Zip Code)

For further information concerning this matter, please call:

Michelle Callender

(Name of Contact Person)

at (954) 334-5352

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" 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

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2017 APR 24 AM 8:59

CORAL RIDGE MINISTRIES MEDIA, INC.

(A FLORIDA NOT FOR PROFIT CORPORATION)

These Second Amended and Restated Articles of Incorporation of Coral Ridge Ministries Media, Inc. ("the corporation"), which require the affirmative vote of a two-thirds majority of the current members of the Board of Directors in order to be adopted by the corporation, were adopted and authorized at a duly noticed meeting of the Board of Directors at which the Board voted unanimously to approve the restatement on and as of the date, February 24, 2017, and amend and supersede entirely the original Articles of Incorporation, and any amendments thereto; all pursuant to the Florida Not For Profit Corporation Act, as amended.

ARTICLE I: NAME

The name of the corporation is:

CORAL RIDGE MINISTRIES MEDIA, INC.

ARTICLE II: AUTHORITY

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended. The corporation recognizes the sovereignty of God and the Lordship of Jesus Christ in all things. The corporation shall be governed according to the Holy Bible, and according to the religious beliefs of the corporation. The corporation recognizes God's ordination of the civil authority and the legitimate laws in support thereof. The corporation shall uphold the laws of the civil authority provided said laws are not in conflict with the Holy Scriptures or with the religious doctrines of the corporation as it shall determine, in accordance with its governing documents.

ARTICLE III: PURPOSES

The corporation is organized exclusively for religious, religious charitable, and religious educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code,

including subject to the foregoing exclusive purposes the following:

1. To proclaim the good news of the Gospel throughout the Earth, introducing people to the Person and the redeeming work of Jesus Christ;
2. To teach and nurture His followers, helping them to grow in grace and in service to Christ and His church;
3. To equip and encourage believers to live out their faith, making a difference in the world around them; and
4. To defend religious liberty, by helping believers understand America's Christian heritage and by motivating them to lovingly engage the culture with the heart and mind of Christ.
5. To bring glory to God: by proclaiming and defending the Biblical faith; by supporting Christian families, individuals, and churches through Biblical teaching and materials; by means of publishing, broadcasting, producing audio, video, and digital materials, and distributing such materials; by means of holding conferences, seminars, and leadership training; and by using other media to further these and other exempt purposes.

Subject to the foregoing, the corporation shall have all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Florida Nonprofit Corporation Act.

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. 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 Internal Revenue 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, the corporation may make the election provided in Section 501(h) of the Internal Revenue Code.

Section 3. Irrevocable Dedication.

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

ARTICLE VI: DIRECTORS

Section 1. The Qualification of Directors.

(a) The distinctly Christian character of the corporation's religious mission, and the ministry's commitment to the historic Christian faith, requires all Directors to have a spiritual maturity that accompanies their abilities and experience. As such, all Directors must:

- (1) be able to articulate a credible profession of faith in the Lord Jesus Christ;
- (2) evidence a desire to glorify Christ and advance His kingdom here on Earth;
- (3) affirm their unreserved support for the ministry's longstanding commitment to biblical fidelity in its doctrine and practice, as expressed in the Westminster

Confession of Faith.

(b) Before Directors are confirmed for service by the Board of Directors, and annually thereafter, each shall sign a Statement of Personal Affirmation that expresses personal faith in Christ, affirms a personal desire to glorify Christ and advance His kingdom here on Earth, and affirms unreserved support for the ministry's longstanding commitment to biblical fidelity in doctrine and practice, as expressed in the Westminster Confession of Faith.

(c) All Directors must acknowledge and accept their personal and affirmative obligation to notify the Board of Directors, and voluntarily vacate their position as Director, if they no longer meet the requirements specified in Article VI, Section 1(a) above.

(d) Directors shall be natural persons who are 18 years of age or older, but need not be residents of this state nor officers of the corporation.

(e) Before election to the Board of Directors, each candidate must be personally interviewed by the Board of Directors, which, at its own discretion, will determine the suitability of all Director candidates.

(f) A majority of the Board of Directors shall consist of persons who are not officers or paid employees of the corporation.

Section 2. Duties of Directors.

(a) All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors, subject to any limitation herein or the Bylaws that is otherwise lawful.

(b) No limitation upon the authority of the Directors shall be effective against persons, other than Directors, who are without actual knowledge of the limitation.

(c) The Board of Directors shall have authority to fix the compensation of Directors for services in any capacity, subject to the applicable requirements of the Internal Revenue Code.

Section 3. Chairman of the Board

(a) The Chairman of the Board of Directors shall be elected by the Board of Directors by an affirmative vote of two-thirds of the entire Board and shall serve for a term set by majority vote of the Board. Any newly elected Chairman, before taking office, and annually thereafter, shall sign a Statement of Personal Affirmation that expresses personal faith in Christ, affirms a personal desire to glorify Christ and advance His kingdom here on Earth, and affirms unreserved support for the ministry's commitment to biblical fidelity in doctrine and practice, as expressed in the Westminster Confession of Faith.

(b) Meetings. The Chairman or any two members of the Board of Directors shall have the power to call meetings of the Board of Directors.

(c) Removal of Chairman. The Chairman may be removed as chairman, with or without cause, by an affirmative vote of seventy-five percent of the entire Board of Directors.

Section 4. Current Directors.

The current Board of Directors consists of six (6) members, whose names are: Mr. James Carlson, Mr. William Allen, Mrs. Gladys Israels, Mrs. Jennifer Cassidy, Mrs. Carol Van Curler, and Mr. Troy Miller. All of the Directors may be reached at the corporation's offices.

Section 5. Bylaws.

(a) Except where a greater vote is expressly required, Bylaws shall be adopted, altered, amended, or repealed by a majority of the entire Board of Directors of the corporation.

(b) Director vacancies shall be filled by election from among the remaining Directors, as more particularly described in the corporation's Bylaws.

ARTICLE VII: NO MEMBERS

The corporation shall not have members.

ARTICLE VIII: POWERS

Section 1. General.

The corporation shall have all the rights and powers customary and proper for tax-exempt

nonprofit 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 Internal Revenue 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 Internal Revenue 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: DISSOLUTION

Section 1. Dissolution.

The Board of Directors may cease corporate activities and dissolve and liquidate the corporation by a two-thirds vote at a meeting called specifically for that purpose.

Section 2. Liquidation.

Upon dissolution of the corporation, the Board of Directors shall pay, or make provision for the payment, of all liabilities of the corporation, and shall thereafter dispose of the remaining assets of the corporation (a) for one or more of its religious exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, in such manner as the Board of Directors shall determine, or (b) to such organization or organizations that are organized and operated exclusively for religious, religious charitable, and religious educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and shall at that time be described in Section 170(c)(2) of the Code, as the Board shall determine. In selecting the recipient or recipients of these funds, the Board of Directors shall select entities or purposes most closely affiliated with the purposes of this corporation. Notwithstanding the foregoing, any prospective grantee shall, prior to receiving such assets, agree in writing to the corporation's Statement of

Faith.

Section 3. Contingent Provision.

If the Board of Directors becomes deadlocked regarding the disposal of assets, the Chairman (and if none, the acting Chairman) shall be entitled to break the deadlock.

ARTICLE X: CONTINGENT RESTRICTIONS

Section 1. Contingent 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 Internal Revenue 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 Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue 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 Internal Revenue Code; (3) not retain any “excess business holdings” (as defined in Section 4943(c) of the Internal Revenue Code) that would subject the corporation to tax under Section 4943 of the Internal Revenue 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 Internal Revenue Code) that would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any “taxable expenditures” (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition.

Each reference in these Articles 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


At the time of this filing, the principal office of said Corporation shall be located at:

5555 North Federal Highway
Suite 1
Fort Lauderdale, Florida 33308

The registered agent and registered office of the Corporation shall be:

Gladys Israels
5555 North Federal Highway
Suite 1
Broward County
Fort Lauderdale, Florida 33308

Having been named as registered agent to accept service of process for the corporation at the place designated above, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Gladys Israels, Registered Agent

4/17/17

Date

The Directors of the Corporation may change the registered agent, as well as the location of the principal office, the mailing office, and the registered office of said Corporation from time to time.

ARTICLE XII: AMENDMENT TO ARTICLES OF INCORPORATION

Except where a greater vote is expressly required hereunder, the Articles of Incorporation shall only be amended by a two-thirds vote of the entire Board of Directors of the corporation.

ARTICLE XIII: LIMITATION ON DIRECTOR LIABILITY

Section 1. Limitation of Liability.

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 Internal Revenue 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. Prior Application.

Such provision shall not eliminate or limit the liability of an officer or Director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Repeal or Modification.

Any repeal or modification of the provisions of this Article 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 the event of any amendment of the Florida Not For Profit Corporation Act to authorize the further elimination or limitation of liability of any Member, 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 Florida Not For Profit Corporation Act, in addition to the limitation on personal liability provided herein.

Section 4. Severability.

In the event that any provision of this article (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 foregoing, 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. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

Section 2. Employees and Agents.

Without limiting the foregoing, the corporation may, pursuant to its Bylaws or resolution of the Board, 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.

ARTICLE XV. STATEMENT OF FAITH

The corporation subscribes to the understanding of particular Christian beliefs and doctrinal matters as set forth in its "Statement of Faith," as provided for within Article III of the corporation's Bylaws. Any Director who can no longer affirm, in good conscience, the corporation's Statement of Faith shall promptly submit his resignation as a Director, and is subject to disqualification as a Director by a majority of the remaining Directors.


Notwithstanding any other statement to the contrary, that portion of the Bylaws, as well as this Article XV, shall only be amended or restated by unanimous vote of the entire Board of Directors of the corporation, and any other provision that conflicts with the Statement of Faith shall be null and void.

[SIGNATURE ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned officer of the corporation has executed these Second Amended and Restated Articles of Incorporation, pursuant to the Florida Not For Profit Corporation Act.

This, the 24th day of February, 2017.

CORAL RIDGE MINISTRIES MEDIA, INC.

By: 
Dr. Frank Wright, President & CEO

February 24, 2017

The date of each amendment(s) adoption: _____, if other than the date this document was signed.


Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 17, 2017 _____

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)

Frank Wright

(Typed or printed name of person signing)

President & Chief Executive Officer

(Title of person signing)