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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE CHURCH WITHOUT WALLS, INC.

DOCUMENT NUMBER: N94000004514

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

Please return all correspondence concerning this matter to the following:

Bruce Seaman

(Name of Contact Person)

Church Without Walls, INC.

(Firm/ Company)

13 NE 36th Ave

(Address)

Ocala, Florida 34470

(City/ State and Zip Code)

For further information concerning this matter, please call:

Bruce Seaman

(Name of Contact Person)

at (352) 624-2001

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee \$43.75 Filing Fee & Certificate of Status \$43.75 Filing Fee & Certified Copy (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 323 01

Articles of Amendment
to
Articles of Incorporation
of

Church Without Walls, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N94000004514

(Document number of corporation (if known))

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TALLAHASSEE FLORIDA

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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

Article III. Membership A. deleted B. becomes A

Article V. Directors B. deleted

Article VIII. Trustees and Trustee Councils new

Article IX. Corporate Address changed from VIII to IX

Article X. By-Laws changed from IX to X

Article XI. Amendments to Articles amended & changed from X to XI

Article XII. General Provisions amended

Article XIII. Indemnification of Officers, Directors, & Members amended

Article XIV. Subscribers amended

Article XV. Registered Office and Registered Agent amended

(Attach additional pages if necessary)
(continued)

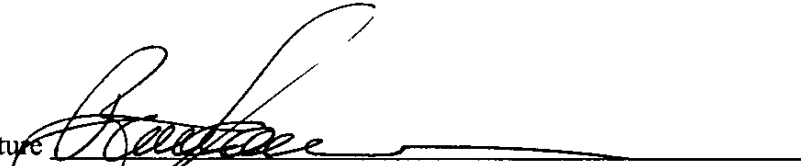
The date of adoption of the amendment(s) was: September 15, 2007

Effective date if applicable: September 15, 2007
(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 was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

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.)

Bruce Seaman

(Typed or printed name of person signing)

Executive Director

(Title of person signing)

FILING FEE: \$35

ARTICLES OF INCORPORATION
OF
THE CHURCH WITHOUT WALLS, INC.

A Florida Not For Profit Corporation

I. Name of Corporation:

The name of the Corporation shall be "THE CHURCH WITHOUT WALLS, INC."

II. Purpose of the Corporation:

- A. The purpose of the corporation is to enhance the well-being of youth at risk within the context of family and community; to promote self-sufficiency among youth and families; to strengthen altruism among youth and families; and to provide for the spiritual needs of youth and families within the community.
- B. To carry on such other activities as are consistent with the above stated purpose and pursuant to the Not For Profit Corporation law of Florida under Chapter 617, as it now exists or may be amended from time to time.

III. Membership

- A. The initial members of the Corporation and their names and addresses are as follows:

Faye Gary, 5710 S Magnolia Ave, Ocala FL 34474
Reverend James R. Bullock, Jr., 13 NE 36th Ave, Ocala FL 34470
Shirley Ritter, 1109 SE 5th St, Ocala FL 34471
Virginia Carney, 4765 NE 28th Ter, Ocala FL 34479
Reverend Donald Hanna, 9330 SW 105th St Ocala FL 34481-7614
Reverend Robert Askren, 3803 NE 7th St, Ocala FL 34470
Reverend Stanley Jacobs, 18140 N Hwy 329, Reddick FL 34486
Eva Woolford, 5410 NW 27th Ave, Ocala FL
Richard Lacina, 10877 SW 88th Ct, Ocala FL 34481
Warnell Maxey, 10545 SE 58th Ave, Belleview FL 34420
Pastor Dennis Drake, 3870 SW College Rd, Ocala FL 34474
Loretta Davis, 12401 NW Hwy 326, Ocala FL 34482
Oliver Simmons, 1330 SW Williston Rd, Gainesville FL 32608
Vertilee McQueen, 38 Hickory Track, Ocala FL 34472

IV. Existence:

This Corporation shall have perpetual existence.

V. Directors:

The Board of Directors shall manage the affairs of the Corporation.

VI. Names and Addresses of the Officers of the Corporation:

The Officers names and addresses, who shall serve until the first election or until their successors are appointed or elected, are:

President: Faye Gary
Address: 5710 S Magnolia Ave, Ocala FL 34474

Vice-President: Reverend James R. Bullock, Jr.
Address: 13 NE 36th Ave, Ocala FL 34470

Secretary: Shirley Ritter
Address: 1109 SE 5th St, Ocala FL 34471

Treasurer: Virginia Carney
Address: 4765 NE 28th Ter, Ocala FL 34479

VII. Initial Directors: The Corporation shall have 14 Directors initially. The number of Directors may be increased or decreased from time to time by By-Laws adopted by the Board of Directors, but shall never be less than three (3). The Board of Directors shall be elected pursuant to Article III of the By-Laws. The names of the Directors who are to serve until the first election, or until their successors are elected or appointed are:

Faye Gary, 5710 S Magnolia Ave, Ocala FL 34474
Reverend James R. Bullock, Jr., 13 NE 36th Ave, Ocala FL 34470
Shirley Ritter, 1109 SE 5th St, Ocala FL 34471
Virginia Carney, 4765 NE 28th Ter, Ocala FL 34479
Reverend Donald Hanna, 9330 SW 105th St Ocala FL 34481-7614
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Reverend Stanley Jacobs, 18140 N Hwy 329, Reddick FL 34486
Eva Woolford, 5410 NW 27th Ave, Ocala FL
Richard Lacinà, 10877 SW 88th Ct, Ocala FL 34481
Warnell Maxey, 10545 SE 58th Ave, Belleview FL 34420

VIII. Trustees and Trustee Councils: To advance the purpose of the Corporation, the Board of Directors is authorized to form or dissolve Trustee Councils and appoint individuals as Trustees. The terms and conditions of the Trustees and

Trustee Councils are contained in the By-Laws. Trustees and Trustee Councils shall have no authority to act on behalf of or in the name of the Board of Directors or the Corporation.

- IX. Corporate Address: The initial principal street address of the office of the Corporation shall be 13 NE 36th Ave, Ocala FL 34470.
- X. By-Laws: The Corporation shall have By-Laws. The terms and conditions concerning the By-laws are contained in the By-Laws.
- XI. Amendments to Articles: Amendments to the Articles of Incorporation shall be made at any meeting **of** the Board of Directors and must be adopted by a two-thirds (2/3) majority vote of the directors who are present at the meeting for such purpose.

All directors must be notified at least seven (7) days prior to such meeting that an amendment or amendments will be considered and voted upon at the meeting.

XII. General Provisions:

- A. The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- B. The Corporation shall have the authority to solicit and accept gifts, fees, bequests, grants or other donations of money or property or personal services, private or public, to help finance its activities. It may contract for legal, technical or other special services and do such other things as may be necessary to carry out its functions.
- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 II hereof. No substantial 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 or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 of 1985 (or the corresponding provision of any future United States Internal Revenue Law).

D. Upon the dissolution of the Corporation, the 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 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 1985 (or the corresponding provision of any future United States Internal Revenue Law), as the directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located exclusively for the purposes of the Corporation or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

XIII. Indemnification of Officers, Directors, and Members:

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, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, trustee, member, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, trustee, member, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged by a court or is determined by the Corporation in the specific case to have been grossly negligent or to constitute willful misconduct, against expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof. Such determination by the Corporation shall be made by the directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director, officer, trustee, member, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in these By-Laws. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, trustee, member, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from these Articles.

The Board may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, trustee, member,

employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, member, employee, or agent or another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of these By-Laws.

XIV. Subscribers: The name and street address of each person subscribing to these Articles of Incorporation are:

Faye Gary, 5710 S Magnolia Ave, Ocala FL 34474
Reverend James R. Bullock, Jr., 13 NE 36th Ave, Ocala FL 34470
Virginia Carney, 4765 NE 28th Ter, Ocala FL 34479

XIV. Registered Offices and Registered Agent: The address of the Corporation's initial registered office shall be 13 NE 36th Ave, Ocala FL 34470, and the name and address of the Corporation's initial registered agent at such address is Reverend James R. Bullock, Jr., 13 NE 36th Ave, Ocala FL 34470.

Original Articles and By-Laws August 20, 1994

James R. Bullock, President

Changes in Articles and By-Laws were voted upon and passed by the general membership effective October 19, 2002.

Martie McLean, President

Changes in the Articles of Incorporation (and By-Laws) were most recently voted upon and passed by the general membership, effective November 18, 2006.

James R. Bullock, President

Changes in the Articles of Incorporation (and By-Laws) were most recently voted upon and passed by the general membership, effective September 15, 2007.

James R. Bullock, President

[A change was made to the Bylaws in December, 2007 with no change to the Articles of Incorporation.]