

N94000005663

Music Mission Kiev
238 Wilshire Blvd.
Suite 110
Casselberry, FL 32707

(City/State/Zip/Phone #)

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Amended &
Restated
Articles

(58)

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MUSIC MISSION KIEV, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)

Whereas, Music Mission Kiev, Inc. was incorporated as a Florida not for profit corporation under the Florida Not for Profit Corporation Act, Chapter 617 of the Florida Statutes, on November 16, 1994; and

Whereas, the Corporation, acting through its duly constituted board of directors, desires to amend and restate its Articles of Incorporation in the following respects.

Now, therefore, the Articles of Incorporation of the Corporation are hereby amended *in toto* and replaced by the following, effective upon the filing of these Amended and Restated Articles of Incorporation in the office of the Florida Department of State.

NAME

The name of the Corporation is:

Music Mission Kiev, Inc.

PRINCIPAL PLACE OF BUSINESS

238 Wilshire Boulevard, Suite 110
Casselberry, Florida 32707

PURPOSE AND POWERS

The Corporation is organized and operated exclusively for religious, charitable, and/or educational purposes. Such purposes may include, without limitation, the solicitation of funds, the investing of funds, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code (or any corresponding provision of any future United States internal revenue law), hereafter referred to as §501(c)(3), and the spreading of the Gospel of Jesus Christ through evangelism and the establishment of evangelical churches around the world. The MAIN PURPOSE is to bring the major works of Western classical music to the country of Ukraine, proclaiming the message of the Gospel to and through Ukrainian musicians to the world. This purpose encompasses the presentation of concerts, radio programs,

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television programs, audio recordings, tours to other countries, as well as the establishment of a church to evangelize and disciple new Christians.

The Corporation shall have the following powers:

(a) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

(b) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit";

(c) Elect or appoint such officers and agents as its affairs shall require;

(d) Adopt, change, amend and repeal Bylaws, not inconsistent with its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;

(e) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchise or income;

(f) Conduct its affairs, carry on its operations and have offices and exercise its powers granted under Chapter 617, *Florida Statutes*, in any state, territory, district or possession of the United States or any foreign country;

(g) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real and personal property, or any interest therein, wherever situated.

(h) Acquire, enjoy, utilize and dispose of patents, copyrights, trademarks, licenses and other rights and interests thereunder or therein;

(i) Sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

(j) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;

(k) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(l) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes; and

(m) Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Corporation is organized.

No part of the net earnings of the Corporation will inure to the benefit of, or be distributed to, any officer or director (or to any member, if members are ever admitted to the Corporation) or any other private person. No substantial amount of the Corporation's activities shall constitute or include carrying on propaganda or attempting to influence legislation. The Corporation will not intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office. No member, if the Corporation ever admits members, shall have a vested interest in the Corporation's assets. Upon dissolution, the Corporation shall, after making provision for payment of all of the liabilities of the Corporation, distribute all of its remaining assets to one or more 501(c)(3) organizations or governmental entities. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt under 501 (c)(3) or (ii) by a corporation, contributions to which are deductible under 170 (c)(2) of the Internal Revenue code (or the corresponding provision of any future United States internal revenue law).

DIRECTORS: MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is: The board of directors will be elected each year by a majority of the former board, and a board member may be removed by a majority of the board.

As of the time that these Articles are amended and restated the Corporation shall have 19 directors to hold office until the next following annual meeting of directors and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three. The names and addresses of the directors of the Corporation as of the time that these Articles are amended and restated are:

Mr. Robert Gray
4414 Roberts Lake Road
Laona, WI 54541

Mrs. Carole Gray
4414 Roberts Lake Road
Laona, WI 54541

Mr. Maynard Sikes
415 SE 123rd St. Rd.
Ocala, FL 34480

Mr. Darrell Booher
1403 N. Vernon Street
Arlington, VA 22201

Mr. Craig Millis
3607 Villanova
Dallas, TX 75225

Mr. Noel Escobar
4420 SW 77 Avenue
Davie, FL 33328

Mr. Roger G. McMurrin
30/10 Bogdana Khmelnytskoho
Apt. 12 Kiev, 02030 Ukraine

Mr. Charles McChesney
311 Scenic Ridge Ct
Mars, PA 16046

Mr. Daniel J. Needham
5343 Jade Circle
Orlando, FL 32812

Mr. Paul Palma
928 Versailles Circle
Maitland, FL 32751

Mr. Richard MacDonald
3020 NE 41 Street
Fort Lauderdale, FL 33308

Mrs. Nancy Sikes
415 SE 123rd St. Rd.
Ocala, FL 34480

Mr. Sidney Davis, Jr.
9127 Stone Creek Place
Dallas, TX 75243

Mrs Ruth Millis
3607 Villanova
Dallas, TX 75225

Mrs. Helen Harrison
3508 Rugby Road
Durham, NC 27513

Mrs. Diane McMurrin
30/10 Bogdana Khmelnytskoho
Apt. 12 Kiev 02030 Ukraine

Mrs. Ruth Ann McChesney
311 Scenic Ridge Ct
Mars, PA 16046

Mrs. Lori Needham
5343 Jade Circle
Orlando, FL 32812

Mrs. Cherry Palma
928 Versailles Circle
Maitland, FL 32751

OFFICERS

The Corporation shall have offices consisting of a president, a vice president, a secretary and a treasurer, and a chairman of the board of directors, all of which may be occupied by the same person except for the offices of president and secretary, as appointed from time to time by the board of directors.

The names and addresses of the officers as of the time that these Articles are amended and restated are:

Paul Palma Chairman of the Board	928 Versailles Circle Maitland, FL 32751
Roger G. McMurrin President	30/10 Bogdana Khmel'nitskoho Apt. 12 Kiev 02030 Ukraine
Paul Palma Vice President	928 Versailles Circle Maitland, FL 32751
Diane McMurrin Secretary	30/10 Bogdana Khmel'nitskoho Apt. 12 Kiev 02030 Ukraine
Helen Harrison Treasurer	3508 Rugby Road Durham, NC 27513

INITIAL REGISTERED OFFICE AND AGENT

The name and Florida street address of the initial registered agent and office of the Corporation are: Sharon L. Butler, 238 Wilshire Boulevard, Suite 110, Casselberry, Florida 32707.

BYLAWS

The power to adopt, change, amend and repeal the Bylaws of the Corporation is vested in the board of directors, who may adopt, change, amend or repeal the Bylaws by the affirmative vote of a majority of the directors present at a meeting (at which a quorum is present) at which the proposed Bylaw(s), or proposed change, amendment or repeal thereof, is properly brought before the board of directors.

AMENDMENTS

The power to amend the Articles of Incorporation is vested in the board of directors, who may amend the Articles of Incorporation by the affirmative vote of a majority of the

directors present at a meeting (at which a quorum is present) at which the proposed amendment is properly brought before the board of directors.

CERTIFICATE

The undersigned, being chairman of the Corporation, certifies that there are no members of the Corporation entitled to vote on these Amended and Restated Articles of Incorporation and that these Amended and Restated Articles of Incorporation were adopted by the board of directors on the first day of February 2003.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 3rd day of MARCH, 2003.

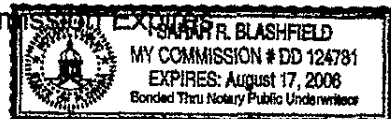
Paul A. Palmer
Chairman

STATE OF FLORIDA }
 : ss
COUNTY OF Orange }

The foregoing instrument was acknowledged before me this 3rd day of march, 2003, by Paul A. Palmer, as chairman of MUSIC MISSION KIEV, INC., who is personally known to me or who produced _____ as identification and who did take an oath.

Sarah R. Blashfield
Notary Public Signature

Sarah R. Blashfield
Notary Public Printed Name
Notary Public – State of Florida
My Comm



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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, Sharon L. Butler, hereby accept the appointment as the Registered Agent of this Corporation and agree to act in 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.

Dated: February 27, 2003

Sharon L. Butler
Sharon L. Butler - Registered Agent