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N95000001516

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Restated Art.

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January 18, 2006

FLORIDA DEPARTMENT OF STATE

INTERNATIONAL DEVELOPMENT AGENCY, INC.
1800 AUSTRALIAN AVENUE SOUTH
100
WEST PALM BEACH, FL 33409

SUBJECT: INTERNATIONAL DEVELOPMENT AGENCY, INC.
REF: N95000001516

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

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) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H06000014217
Letter Number: 906A00003398

**RESTATED ARTICLES OF INCORPORATION OF THE
INTERNATIONAL DEVELOPMENT AGENCY, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida not for Profit Corporation Act, the International Development Agency, Inc., a not-for-profit corporation organized and existing under the laws of the state of Florida, pursuant to a resolution duly adopted by its Supervising Archbishop's Council (Board of Directors), hereby adopts the following Restated Articles of Incorporation:

ARTICLE I
Name

The name of the corporation is the INTERNATIONAL DEVELOPMENT AGENCY, INC. (the "Corporation").

ARTICLE II
Perpetual Existence

The Corporation shall have perpetual existence.

ARTICLE III
Tax Exempt Purpose

The Corporation is organized and shall be operated exclusively for one or more of the following 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.

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2. The Corporation shall be organized and operated as an agency of the International Communion of the Charismatic Episcopal Church, Inc., a not-for-profit corporation, organized and existing under the laws of the state of California (the "ICCEC"). As such the Corporation shall be organized and operated as a church or convention or association of churches 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

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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. For any period in which the Corporation is a private foundation within the meaning of Code Section 509(a), 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.

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(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.

ARTICLE IV **Membership**

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

ARTICLE V **By-Laws**

The Bylaws of the Corporation shall be known as the Canons of the IDA and any reference herein to "Canons of the IDA" shall be synonymous with the term By-Laws. The

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Canons of the IDA may be amended, altered, rescinded and new Canons of the IDA or By-Laws may be adopted by the Supervising Archbishop's Council, subject to the approval of the Patriarch of the ICCEC.

ARTICLE VI
Ecclesiastical Affiliation

The Corporation's shall serve as the mission and development agency of the ICCEC, under the jurisdiction of the Patriarch of the ICCEC and the Patriarch's Council. The Corporation shall be organized and operated under applicable Canon Law of the Charismatic Episcopal Church adopted October 22, 1999, as amended from time to time.

ARTICLE VII
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 adopted by the Corporation, by agreement, vote of disinterested members of the Board of Directors or otherwise.

ARTICLE VIII
Amendments to the Articles of Incorporation

These Articles of Incorporation may be amended by the Supervising Archbishop's Council, subject to the approval of the Patriarch of the ICCEC, in consensus with the Patriarch's Council, provided, however, that any amendment will not adversely affect the status of the Corporation as an organization qualifying for tax exempt status as a church or convention or association of churches or an integral part of a church, engaged in

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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.

ARTICLE IX
Principal Office and Mailing Address

The street address of the principal office and mailing address of the Corporation is 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33049.

ARTICLE X
Registered Office

The address of the Corporation's registered office is 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409 and the name of the Corporation's registered agent at that address is W. Morgan Speer.

ARTICLE XI
Supervising Archbishop's Council
(Board of Directors)

There shall be three (3) members of the Supervising Archbishop's Council which shall be synonymous with the term Board of Directors. The number of members of the Supervising Archbishop's Council may be increased or decreased from time to time by the Supervising Archbishop's Council, in consensus with the Patriarch of the ICCEC, except that the number of directors shall never be less than three (3). All directors of the Corporation shall be elected in the manner stated in the Canons of the IDA.

IN WITNESS WHEREOF, the undersigned, being the President and a Director of the Corporation has executed these Restated Articles of Incorporation on the 17th day of January, 2006.

**INTERNATIONAL DEVELOPMENT
AGENCY, INC.**

By: /s/ Douglas Kessler
Douglas Kessler
Its: President

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CERTIFICATE
(Pursuant to Section 617.1007, Florida Statutes)

I, **Douglas Kessler**, do hereby certify that I am the duly appointed or elected or qualified President of the INTERNATIONAL DEVELOPMENT AGENCY, INC., a nonprofit Corporation organized and existing under the laws of the State of Florida (the "Corporation"), and I further certify that:

FIRST: The Name of the Corporation is INTERNATIONAL DEVELOPMENT AGENCY, INC.

SECOND: The forgoing Restatement of the Articles of Incorporation does not contain amendments to the Articles of Incorporation requiring member approval, and the Archbishop's Council (Board of Directors) has adopted the Restatement.

IN WITNESS WHEREOF, I have subscribed my name as President of the Corporation this 17th day of January, 2008.

/s/ Douglas Kessler
Douglas Kessler, President
INTERNATIONAL DEVELOPMENT
AGENCY, INC.

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