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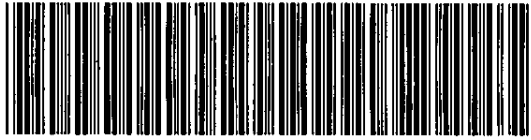
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
Restated
10 1/13/15

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Harvest Outreach, Inc.

DOCUMENT NUMBER: N95000005990

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

Please return all correspondence concerning this matter to the following:

Roger Hirth, VP

(Name of Contact Person)

Harvest Outreach, Inc.

(Firm/ Company)

1507 N. Palafox St.

(Address)

Pensacola, FL 32501

(City/ State and Zip Code)

hirthromania@yahoo.com & harvest@harvestpensacola.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Roger Hirth

(Name of Contact Person)

at (850) 516-0951

(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 & 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 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HARVEST OUTREACH, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Harvest Outreach, Inc. is a duly formed non-stock, nonprofit, corporation under the laws of the State of Florida, having been incorporated on December 18, 1995. The Amended and Restated Articles of Incorporation of Harvest Outreach, Inc. are as follows:

ARTICLE I. Name of Corporation

The name of the Corporation is Harvest Outreach, Inc. ("Harvest" or "the Church" or "the corporation").

ARTICLE II. Purpose

Section 1. Harvest is a Biblically-functioning, Outward-focused, Christ-centered church where the life, love and power of God are dynamically at work in the lives of the people; where the focus is on the making of real, Jesus-loving, Word-of-God-obeying disciples who will be a people of radical influence in their families, friendships, city and world (Matthew 28:16-20).

Section 2. Harvest Outreach, Inc. exists for the purpose of propagating the Gospel of Jesus Christ, making disciples in accordance with the Great Commission (Matthew 28:16-20), and for any other lawful act or purpose under the laws of the state of Florida. Harvest is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are to:

- Minister the Word of God;
- Conduct regular religious worship services through various forms of ministries;
- Promote and encourage, through ministries of the Church, cooperation with other organizations ministering within the community;
- Spread the Word of the Gospel by ministering to all through seminars, radio, television, and other forms of mass media;
- Conduct a local and international Church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Bible;
- Maintain local Church and missionary facilities to propagate the gospel of Jesus Christ both at home and in foreign lands and to support and send missionaries throughout the world;
- Conduct a school for ministers and leaders;
- License and ordain qualified individuals including graduates of ministerial schools;
- To collect and disburse any and all necessary funds for the maintenance of the Church and the accomplishment its purpose within the State of Florida and elsewhere around the world; and

- To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding section of any future federal tax code.

The Church is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, board members, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in these Amended and Restated Articles of Incorporation and the Church's Constitution and Bylaws.

ARTICLE III. Corporate Officers

Section 1. Corporate Officers: The officers of this corporation will be a president, vice president, secretary, and such other officers as the Board of Directors may appoint. One person, other than then President may hold more than one of these offices. Officers other than the President need not be members of the Board of Directors.

Section 2. Appointment: The Lead Pastor of Harvest Outreach will serve as President of the corporation and will appoint all officers of the corporation.

Section 3. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification, or otherwise will be filled by appointment of the Lead Pastor and ratified by the Board of Directors.

Section 4. Names and Addresses. The names and addresses of the persons who are officers of the corporation shall be set forth in Harvest's Annual Report to the Florida Secretary of State.

ARTICLE IV. Period of Duration

The duration of Harvest is perpetual.

ARTICLE V. Provision for Regulation of Internal Affairs of the Ministry

Section 1. Harvest shall be operated in accordance with these Amended and Restated Articles of Incorporation and its Constitution and Bylaws, as adopted by the Board of Directors.

Section 2. The Directors shall, in their sole and absolute discretion, determine proper application of these authorities to the ministry operations of Harvest. The Directors shall be responsible for upholding the Biblical standards for marriage, moral purity, qualification for membership and the selection of ministers, Elders and Deacons. Further, the Directors shall be responsible for assuring that the resources, property, and facilities of Harvest are used solely in a manner consistent with sound doctrine.

Section 3. Any contract or other transaction between Harvest and one or more of its directors, ministers and Harvest (including any firm of which any of these individuals is a director, officer, employee or owner) shall be valid for all purposes as long as the fact of such interest shall be disclosed or is known to the Board of Directors. Assuming proper disclosure, the interested individual's presence in a meeting at which the contract or transaction is approved shall not be grounds to invalidate the contract or transaction. This section shall be not construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

Section 4. Harvest reserves the right to amend these Amended and Restated Articles of Incorporation in any manner now or hereafter permitted by statute and consistent with the procedures described in these articles and the Constitution and Bylaws.

Section 5. Upon the adoption of a resolution to dissolve voluntarily the corporation at a meeting of the Board of Directors by the vote of a majority of the directors in office, Harvest shall cease to conduct its affairs except as necessary for the winding up such affairs. In such an event, the Board of Directors shall immediately cause a notice of the dissolution to be mailed to each known creditor of Harvest and shall proceed to collect its assets and apply and distribute them as follows:

- a. All liabilities and obligations of the Church shall be paid and discharged, or adequate provisions shall be made for such liabilities and obligations;
- b. Assets held by the Church upon condition which occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
- c. Assets received and held by the Church subject to limitations permitting their use only for charitable, religious, benevolent, educational, or similar purposes, but not held upon condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed 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 (such as another church) or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law), as the Board of Directors shall determine.
- d. Any assets not disposed of in accordance with the terms of this Article shall be disposed of by the circuit court of the county in which the principal office of Harvest is located, exclusively for such purposes or to such organizations as said court shall determine, which are organized and operated exclusively for religious purposes.

ARTICLE VI. Indemnification

Section 1. Harvest shall indemnify any Pastor, Elder, Deacon, Staff Member, Director or Trustee who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Pastor, Elder, Deacon, Staff

Member, Director or Trustee of Harvest, or is or was serving at the request of Harvest as a trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of Harvest, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

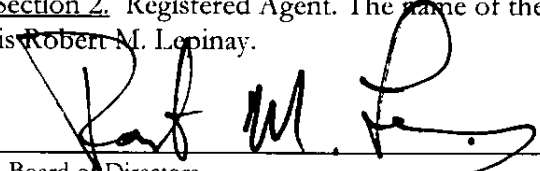
Section 2. Extent of Indemnification. Without in any way limiting the foregoing, Harvest shall indemnify its Pastors, Elders, Deacons, Staff Members, Directors or Trustees to the full extent permitted by Florida law.

Section 3. No Presumption of Bad Faith: The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interest of Harvest.

ARTICLE VII. Principal Office, Registered Office and Registered Agent.

Section 1. Address of Principal Office and Registered Office. The address of the registered office in the State of Florida is 1507 North Palafox Pensacola, Florida 32501 unless otherwise specified in Harvest's annual report to the Florida Secretary of State; provided, however, the registered office shall not be changed without a resolution of the Board of Directors (same as Registered Agent). The address of the principal office shall be the same as the registered office.

Section 2. Registered Agent. The name of the Registered agent of Harvest for service of process is Robert M. Lepinay.


12-9-14

Chairman, Board of Directors

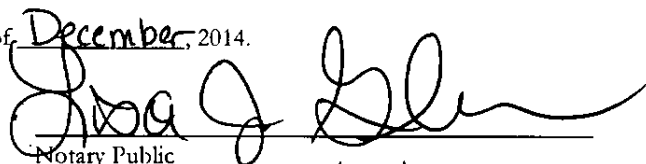
VERIFICATION

STATE OF FLORIDA)
)
COUNTY OF ESCAMBIA)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Florida, do hereby certify that on this day, personally appeared before me Robert Lepinay, who, being by me first duly sworn, declared that he signed these Amended and Restated Articles as such and that the statements contained therein are true.

Witness my hand and Notary Seal this 9 day of December, 2014.

LISA J. GLOVER
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # EE 167434
MY COMMISSION EXPIRES FEB. 23, 2016



Notary Public
My Commission Expires: 2/23/2016

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)

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 December 9, 2014

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)

Gregory S. Sexton
(Typed or printed name of person signing)

Secretary, Board of Directors, Harvest Outreach Inc.
(Title of person signing)