

N97000000714

9/15/97

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 SEP 29 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: Michael Soud Ministries, Inc.

Enclosed is an original and one copy of the amended and restated articles of incorporation and a check for: \$87.50
to cover the cost of the Filing Fee and a Certified Copy.

FROM: Michael M. Soud
P.O. Box 23864
Jacksonville, FL 32241
(904) 292-2776

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*****87.50 *****87.50

Amended & Restated Art.

VS *Oct. 2*
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 23, 1997

MICHAEL M. SOUD
P.O. BOX 23864
JACKSONVILLE, FL 32241

SUBJECT: MICHAEL SOUD MINISTRIES, INC.
Ref. Number: N97000000714

We have received your document for MICHAEL SOUD MINISTRIES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from 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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 997A00047149

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DIVISION OF CORPORATIONS

AMENDED & RESTATED ARTICLES OF INCORPORATION
(Nonprofit)
Michael Soud Ministries, Inc.

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

Article I:
Name

The name of the corporation shall be:
Michael Soud Ministries, Inc.

Article II:
Principle place of business and address

Mailing Address:
P.O. Box 23864
Jacksonville, FL 32241

Article III:
Purpose

Said corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IV:
Manner of election of directors

The manner in which the directors are elected or appointed is as outlined in the corporate bylaws.

Article V:
Limitation of corporate powers

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 purposes set forth in Article III hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall participate in, 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 this

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document the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

Article VI:

Initial registered agent and street address

The name and street address of the initial registered agent is:

Michael M. Soud
3801 Crown Point Rd. #1221
Jacksonville, FL 32241

Article VII:


Incorporators

The name and street address of the incorporator for these articles of incorporation is:

Michael M. Soud
3801 Crown Point Rd. #1221
Jacksonville, FL 32241

The undersigned incorporator has executed these Articles of Incorporation this 15th day of September, 1997.

Signature of Incorporator:


Michael M. Soud
Pres. dent/ Director

Michael Soud MINISTRIES

9/27/97

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Ref. Number N97000000714
Letter Number: 997A00047149

Enclosed please the amended/restated articles of Michael Soud Ministries. The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

In His Name,



Michael Soud

P.O. Box 23864
Jacksonville, FL 32241
(904) 292-2776