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Amend
8

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Global Church Advancement, Inc.

DOCUMENT NUMBER: N97000000939

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

Please return all correspondence concerning this matter to the following:

Larry Howlett

(Name of Contact Person)

Larry C. Howlett, CPA

(Firm/ Company)

631 Newberry Street

(Address)

Bowling Green, KY 42103

(City/ State and Zip Code)

For further information concerning this matter, please call:

Gerald Wolf

(Name of Contact Person)

at (407) 435-4115

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
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☐ \$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 32399

Articles of Amendment
to
Articles of Incorporation
of

Global Church Advancement, Inc.

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

05 DEC '98 PM 3:54
RECEIVED
STATE OF FLORIDA

N97000000939

(Document number of corporation (if known))

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)**

Amend Article III - Purpose(s) - see attached

Amend Article VIII - Dissolution - see attached

Add Article IX - Operations Prohibitions - see attached

Add Article X - Conflict of Interest - see attached

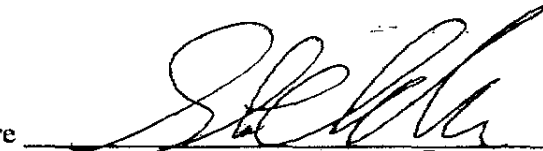
The date of adoption of the amendment(s) was: December 14, 2005

Effective date if applicable: December 14, 2005
(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.)

Steven L. Childers

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

Global Church Advancement, Inc.
Articles of Amendment to Articles of Incorporation

ARTICLE III – Purpose(s)

The specific purpose(s) for which the corporation is organized is(are):

The general purposes of this corporation shall be to equip leaders for church planting and church growth and to facilitate church planting in the United States of America and worldwide.

The corporation is formed exclusively for charitable purposes, including the making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future tax code or laws.

ARTICLE VIII – Dissolution

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the corporation is located, exclusively for such exempt or public purposes or to such organization or organizations, as such court shall determine, which are organized exclusively for such purposes.

ARTICLE IX – Operations Prohibitions

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 these Articles of Incorporation. 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 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 in these Articles of Incorporation, the

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Articles of Amendment to Articles of Incorporation

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

ARTICLE X – Conflict of Interest

Section 1 - Purpose

The purpose of the conflict of interest policy is to protect Global Church Advancement, Inc.'s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable state or federal laws governing conflict of interest applicable to nonprofit or charitable organizations.

Section 2 – Definitions

1. Interested Person – any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest – A person has a financial interest if the person has, directly or indirectly, through business, investment, or family (a) an ownership or investment interest in any entity with which the organization has a transaction or arrangement, (b) a compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or (c) a potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the organization is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Section 3 Part 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Global Church Advancement, Inc.
Articles of Amendment to Articles of Incorporation

3. Compensation - Compensation includes direct or indirect remuneration as well as bonuses, retirement plan payments, unreimbursed allowances, certain portion of life insurance premiums, gifts, and favors that are not insubstantial.

Section 3 – Procedures

1. Duty to Disclose – In connection with any actual or potential conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the members of the board of directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists - After the disclosure of the financial interest and all material facts, and after any discussion with the interested person she/he shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.

3. Procedure for Addressing the Conflict of Interest – An interested person may make a presentation at the governing board or committee meeting, but after the presentation, she/he shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the potential conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising the necessary due diligence, the governing board or committee shall determine whether the organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the

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disinterested directors or committee members whether the transaction or arrangement is in the organization's best interest, for its own interest, and whether it is fair and reasonable. Inconformity with the above determination shall make its decision as to whether to enter in the transaction or arrangement.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or potential conflict of interest, it shall inform the member of the basis of such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation, as warranted by the circumstances, the governing board or committee determines the member failed to disclose an actual or potential conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 – Records of Proceedings

The minutes of the governing board and all committees with the board delegated powers shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or potential conflict of interest, the nature of the financial interest, and action taken whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed. The minutes shall also contain the names of persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connections with the proceedings.

Section 5 – Compensation

A voting member of the governing board, who receives compensation, directly or indirectly, from the organization for services, is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee, whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.

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No voting member of the governing board or any committee, whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6 – Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers, shall annually sign a statement which affirms such person has received a copy of the conflict policy, has read and understands such policy, has agreed to comply with the policy, and understands the organization is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7 – Periodic Reviews

To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include whether compensation arrangements are reasonable, based on competent survey information, and the result of arm's length bargaining and whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflected reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8 – Use of Outside Experts – When conducting the periodic reviews, as provided for in Section 7, the organization may, but need not, use outside advisors. If the outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.