

N97000001770

BISHOP JIMMIE L. LONG

P.O. Box 13164  
Jacksonville, FL 32206-1164  
904 398-7556  
yagaga@bellsouth.net

September 14, 2000

Secretary of State  
Division of Corporations  
Mrs. Louis Jackson  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Mrs. Jackson,

Attached are the Restated Amendments of Incorporation/Certification as requested by you per our conversation by phone on Thursday, September 14, 2000.

I have enclosed two original copies with the required fee of \$8.75 for a Certified Copy for our records.

Please call if there are any questions.

Sincerely,

*Jimmie L. Long*

Jimmie L. Long

JLL/eh

Attachments:

800003391778--4  
-09/13/00--01049--020  
\*\*\*\*\*105.00 \*\*\*\*\*35.00

800003391778--4  
-09/21/00--01054--002  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 15 PM 5:47

*Restated Articles*

*LF 9-20-2000*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 SEP 15 PM 5:47

RESTATED  
ARTICLES OF INCORPORATION  
of  
Conquering Gospel Ministry, Inc.  
**A Nonprofit Corporation**

*The Director(s), acting as officer(s) of a Corporation pursuant to Chapter 617.1001 Florida Statutes, hereby adopt(s) the following Restated Articles of Incorporation.*

**ARTICLE I**  
NAME

The name of the Corporation is Conquering Gospel Ministry, Inc. The Corporation may also be known by a shortened form of the above style, and may be represented by the shorter form to the public, to wit: (CGM, Inc.).

**ARTICLE II**  
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 2600 Art Museum Drive #173, Jacksonville, Florida 32207 (County of Duval) and the name of the registered agent of this corporation at that address is Jimmie L. Long.

**ARTICLE III**  
STATEMENT OF PURPOSE

The purposes for which the tax-deductible non-profit religious corporation is organized shall be to engage in any lawful activity for which corporations may be organized under the general corporation laws of the State of Florida. In addition, the purpose of this non-profit organization is best explained in Our Mission, and Our Vision, which are detailed as follows:

**Our Mission:**

To love God and each other, and to share with others the good news of Jesus Christ as we worship, teach, evangelize, serve and nurture spiritual growth.

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**Restated**  
**Articles of Incorporation of**  
**Conquering Gospel Ministry, Inc.**

**Our Vision:**

The vision of this Corporation is to recognize that freely giving, sharing, and helping others in Godly love will in turn, further empower others to do the same.

Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing, or public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the providing of facilities or equipment) or for the prevention of cruelty of children or animals as specified in Section 501 (c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for service rendered to or for the corporation), and no member, trustee, officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Internal Revenue Code Section 501 (b), or participating in, or intervening in (including the publication or distribution of statements), and political campaign on behalf of any candidate for public office.

Upon the dissolution of this 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.

**Restated**  
**Articles of Incorporation of**  
**Conquering Gospel Ministry, Inc.**

**ARTICLE IV**  
**ADDITIONAL STATEMENT OF PURPOSE**

The corporation is not organized for pecuniary gain or profit and is organized under the Florida Corporations Not for Profit Code for the specific and primary purpose of operating for the advancement of faith under Christian principles which shall include, but shall not be limited to, the following:

- (A) To conduct worship services in the manner prescribed in the New Testament;
- (B) To edify Christians with teachings of the Scriptures;
- (C) To preach the gospel of Jesus Christ;
- (D) To seek universal fellowship with Christians for the testimony of God;
- (E) To minister spiritual and temporal needs of the poor, sick, orphans and widows according to brotherly love inspired by God;
- (F) To engage in home and foreign missionary activities in cooperation with affiliated local churches in furtherance of the herein described purposes; and
- (G) To perform an operation and to conduct any affairs authorized by the Florida Corporations Not for Profit Code and to conduct and perform any and all activities that may be related, no matter how remote, to any of the foregoing.
- (H) To provide a meaningful and organized structure and physical facility to accommodate public worship of the Lord Jesus Christ, enabling persons of all races, creeds and colors to worship together as a body of believers, committed to the Word of Jesus Christ.
- (I) To do all acts, including ordination of ministers of the Gospel, perform all functions, and carry on all activities permitted by the nonprofit corporation laws of the State of Florida or of any other State in which the Corporation is qualified to act.
- (J) To use all media, whether now known or hereafter discovered, included but not limited to, print, television, and radio.

**Restated**  
**Articles of Incorporation of**  
**Conquering Gospel Ministry, Inc.**

**ARTICLE V**  
**BOARD OF DIRECTORS**

This corporation shall have five (5) Directors constituting the Board of Directors. The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the Bylaws but shall in no case be less than (3). The name and address of the Board of Directors of the corporation are:

Bishop Jimmie L. Long  
2600 Art Museum Drive #173  
Jacksonville, Florida 32207

Joyce H. Long  
6809 Cavalier Road  
Jacksonville, FL 32208

Felicia L. James  
2600 Art Museum Drive #173  
Jacksonville, Florida 32207

Jennifer Kirby  
6809 Cavalier Road  
Jacksonville, FL 32208

Emma Howard  
1175 Mayport Landing Cr.  
Atlantic Beach, FL 32233

**ARTICLE VI**  
**DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE VII**  
**QUALIFICATIONS OF MEMBERS**

The qualifications of members of this corporation and the manner of their admission shall be regulated by the bylaws of said corporation.

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**Restated**  
**Articles of Incorporation of**  
**Conquering Gospel Ministry, Inc.**

**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by the Florida Corporation Act, as the same may be amended and supplemented, indemnify and all persons whom it shall have power to indemnify under the said provisions from and against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, vote of members, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**ARTICLE IX**  
**STOCK**

No capital stock shall ever be issued, no dividends shall ever be paid, and the Corporation shall be operated on a non-profit basis in furtherance of its corporate purposes, and any surplus shall be used to further such purposes.

**Restated**  
**Articles of Incorporation of**  
**Conquering Gospel Ministry, Inc.**

**ARTICLE X**  
**BYLAWS**

Bylaws may be adopted by the corporation and such Bylaws may define:

1. Preamble
2. Name and Legal Status
3. Purpose and Mission
4. Doctrine
5. Church Government and Affiliations
6. Offices
7. Nonprofit Purposes
8. Membership
9. General Church Officers
10. License and Ordination
11. Church Meetings
12. Church Committees
13. Church Organizations and Ministries
14. Execution of Instruments, Deposits and Funds
15. Corporate Officers
16. Corporate Records, Reports and Seal
17. IRC 501 (c) (3) Tax Exemption Provision
18. Amendments
19. Construction and Terms

**ARTICLE XI**  
**GENERAL LIMITATION ON NONPROFIT ACTIVITIES**

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

**ARTICLE XII**  
**PRIVATE FOUNDATION RESTRICTIONS**

In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section

**Restated**  
**Articles of Incorporation of**  
**Conquering Gospel Ministry, Inc.**

4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

**ARTICLE XIII**  
**POWERS**

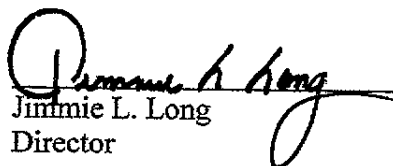
Subject to the provisions of the laws of the State of Florida and any limitations in these Articles of Incorporation and Corporate Bylaws relating to actions required or permitted to be taken or approved by the members, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

**ARTICLE XIV**  
**OTHER AFFILIATE NAMES**

Other affiliate names use by this corporation shall be Gospel In Action, Conquering Gospel Church, and Conquering Gospel Outreach Ministries.

**ARTICLE XV**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Restated Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the members is subject to this reservation.

  
Jimmie L. Long  
Director



# **CERTIFICATION**

## **CONQUERING GOSPEL MINISTRY, Inc.**

*Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Restated Articles of Amendment to its articles of incorporation.*

**FIRST:** Amendment(s) adopted: (ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

**ARTICLE I** Name of Conquering Gospel Ministry, Inc. to include abbreviated of (GGM, Inc.)

**ARTICLE II** Duration changed to read as **ARTICLE VI**

**ARTICLE III** Purpose changed to read STATEMENT OF PURPOSE (To include Mission and Vision)

**ARTICLE IV** Qualification of Members changed to read as ARTICLE VII, and ARTICLE IV will now read as ADDITIONAL STATEMENT OF PURPOSE.

**ARTICLE V** Initial Registered Office and Agent changed to ARTICLE II, and will read as Registered Office and Agent ARTICLE V changed to read BOARD OF DIRECTORS.

**ARTICLE VI** Initial Board of Directors changed to read as ARTICLE V Board of Directors.

**ARTICLE VII** Incorporators (Deleted) and changed to read QUALIFICATION OF MEMBERS.

**ARTICLE IX** Amendment changed to read as ARTICLE XV, and ARTICLE IX to read as STOCK.

Additional Articles added:

**ARTICLE X** BY-LAWS

**ARTICLE XI** GENERAL LIMITATION ON NON-PROFIT ACTIVITIES

**ARTICLE XII** PRIVATE FOUNDATION RESTRICTIONS

**ARTICLE XIII** POWERS

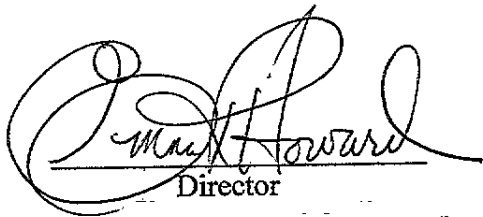
**ARTICLE XIV** OTHER AFFILIATE NAMES

**SECOND:** The date of adoption of the amendment(s) was January 6, 2000.

**THIRD:** The Amendments were adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office. There were no members entitled to vote on the proposed restated amendments to the Articles of Incorporation.

**FORTH:** Duly adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

**Conquering Gospel Ministry, Inc.**  
Corporation Name

  
Director

January 6, 2000  
Date