

N97000003241

REV. CHARLES EVANS

Requestor's Name

100 GODDARD DRIVE

Address

DEBARY, FL. (407) 668-4055

City/State/Zip

Phone #

32713

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. WORLD MISSIONS INTERNATIONAL CORP. N97000003241
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Certificate of State

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 DEC 31 PM 1:20

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 DEC 31 PM 12:40

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AMENDED AND RESTATED ARTICLES

Article I

Name

The name of the organization shall be; World Missions International Corporation

Article II

Principal Office

The principal office of the organization shall be located at 100 Goddard Dr., Debary, FL 32713

Article III

Purpose

- a) This organization shall govern itself according to Ephesians 4: 3,13; " Endeavoring to keep the unity of the Spirit in the bond of peace,... 'til we all come to the unity of the faith, and of the knowledge of God, perfect unto a(mature) man..."
- b) For the advancement of any and all corresponding charitable purposes, and by the distribution of any of the organization's funds for such purposes, especially missions.
- c) In connection therewith, or incidental thereto, it shall have the right to purchase or acquire by gift bequest or otherwise, either directly or as a trustee, and to own, hold in trust, use, sell, convey, mortgage, lease, or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its' purposes; all in accordance with its' Constitution and Bylaws or as the same may be here after amended.
- d) To operate in any other manner for such purpose as will qualify as an exempt organization under 501 (c) (3) of the Internal Revenue Service Code of 1986 as amended, or under any corresponding provisions of any subsequent federal laws covering organizations qualified as tax exempt under Section 501 (c) (3) of the Code.

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TALLAHASSEE, FLORIDA

Article IV

Mission

Our mission to humanity among the nations of this world would be to;

- 1. Establish and/or support churches both here and abroad.**
- 2. Establish and/or support schools both here and abroad.**
- 3. Establish and/or support orphanages both here and abroad.**
- 4. Establish missions and/or support missionaries both here and abroad.**
- 5. Establish, support and maintain Christian camps and centers both here and abroad.**
- 6. Establish and/or support Academic Institutions of higher learning both here and abroad.**
- 7. To examine candidates for the ministry, and to license, ordain those who shall have been approved for service by the Executive Council and the Board of Directors.**
- 8. To examine candidates and appoint missionaries and/or endorse and support missionary programs already established both here and abroad.**
- 9. To designate its own officers, to appoint committees, to arrange for its own meetings, and to govern itself in accordance to its' Constitution and bylaws.**

Article V

Prohibited Activities

Notwithstanding any other provision of these bylaws or the Articles of Incorporation, the organization shall not conduct or carry on any activities not permitted by Section 501 (c) (3) of the Code and its' regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170 (c) (2) of the Code and its' regulations now existing or hereafter amended.

Article VI

Membership

Any person interested in the objectives and purposes of the organization, who gives their time, talents and treasure, and who agrees to abide by the Articles of Incorporation, these bylaws, and by such rules and regulations as may be from time to time adopted by the Executive Board of the organization, without limitation, is eligible for membership.

a) Inactive Members

An active member shall be reclassified by the Executive Board as an inactive member when he or she fails to maintain the standards for active membership.

b) Application and Membership

A prospective member shall be eligible for membership upon the presentation of an approved application for such prospective member to the Executive Board. The Executive Board shall have ultimate determination in whether a prospective member is granted active membership status and whether an active member's status is changed to inactive.

c) Resignation

Any member may resign by mailing or delivering a written resignation the corporate address to the attention of the President or the Secretary of the organization.

d) Reinstatement

A member who has resigned in good standing may apply to the Executive Board for reinstatement . Upon their approval, he or she shall be thereupon reinstated.

Article VII

Membership Meetings

Section 1. Annual Meeting

The active membership shall hold an annual meeting during the month of January each year at the principal office of the Corporation at 10:00 a.m., or at such date and time, or place as may be determined by the President. Notice of such meeting shall be given two weeks preceding the meeting via verbal communication or in writing.

Section 2. Special Meetings

Special meetings of the active membership may be called at any time deemed necessary by the President of the Corporation. Notice of such meetings, stating the time, place and purposes thereof, shall be given one (1) week prior via verbal communication or in writing.

Section 3. Quorum

At any meeting of the active membership, the presence of any of the active members shall constitute a quorum for all purposes, and the act of a majority of those active members present, shall act for the entire membership, except as may be otherwise provided for by law or by the articles of Incorporation of the organization.

Section 4. Order of Business

The order of business shall be established by the President and the Executive Board.

Article VIII

Executive Board

Section 1. Management of affairs

The general management of the affairs of the organization shall be vested in the Executive Board.

Section 2. Number and terms

The minimum number of Executive Board members shall be three (3). They shall also fill the offices of President, Secretary and Treasurer. Others may be added to fulfill the needs and/or requirements of the Organization, which may change from time to time by amendment of these bylaws. Except for the President, other officers shall serve one (1) year terms with the ability to serve multiple terms.

Section 3. Election of Executive Board

Notwithstanding, the President shall be a member of the Executive Board, its' Chairman and Chief Executive Officer.

The remaining members on the Executive Board shall be elected by the active members of the organization at the annual business meeting by a majority vote of the active members present at such meeting.

Section 4. Eligibility

Only active members in good standing shall qualify to become members of the Board.

Section 5. Duties and Powers

The Executive Board shall have the authority to:

- a. Hold meetings at times and places as it may deem necessary.**
- b. Admit, suspend or expel members.**
- c. Appoint directors and/or committees on particular projects from members of the Board or membership of the organization.**
- d. Audit invoices and disburse funds.**
- e. Publish, print and circulate documents, articles and brochures.**
- f. Carry on correspondence and communicate with other organizations with the same interests.**
- g. Employ or engage agents, professionals, and other individuals and organizations to carry out any of the purposes of the organization.**
- h. Devise and effect such other measures as it deems proper and expedient to promote the objectives of the organization and to protect the interest and welfare of the organization.**
- i. Remove any or all officers of the organization with or without cause prior to the termination date of such office or position.**
- j. Elect substitutes in the event any Board member resigns or is removed from office prior to the termination date of such office or position.**
- k. Terminate or disengage any firm, or other entity employed or engaged by the organization and,**
- l. Exercise any and other powers available to it to carry out the purposes of the organization.**

Section 6. Resignation

Any Board member may resign at any time by giving written notice to the President of the Corporation.

Section 7. Removal from Office

Any one or more of the Board members except for the President may be removed at any time by the Executive Board in the same manner as set forth for the voting on any issue by the membership, except the Board member (s) that may be removed may not vote on the issue of his or her removal.

Section 8. Compensation of Board

Executive members shall receive compensation for any and all of their services. Amount of compensation to be set by the Financial Board and approved by the Executive Board. Any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation or other allowances) paid to or provided for your employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties and that any person receiving such compensation will not vote on any decisions regarding same.

Section 9. Liability

The Executive Board shall not be personally liable for the organization's debts, liabilities, or other obligations.

Article IX

Meetings of the Executive Board

Section 1. Annual Meeting

The Annual Meeting of the Board shall be held immediately following the annual meeting of the active membership at the principal office of the Corporation, or at such other date, time or place as may be determined by the President.

Section 2. Special Meetings

Special meetings of the Executive Board may be called by the President of the Corporation. Notice of such meeting may be communicated verbally or in writing, and need not to specify the purpose of such meeting. Each notice shall be given to each member of the Board, with sufficient time, within reason, for every member to attend if they so desire.

Section 3. Regular Meetings

The Executive Board shall hold regular meetings on a quarterly basis during the months of March, June, September, and December of each year. The date, time and place shall be set by the President. Notice of such meetings may be communicated verbally or in writing to each member of the Board at least two (2) days prior to the said meeting.

Section 4. Quorum and Voting

A majority of the members of the Executive Board shall constitute a quorum for all purposes. The affirmative vote of the majority of those present shall be considered the act and will of the Executive Board for all purposes.

Section 5. Absences

Should any member of the Executive Board except the President be absent from three (3) consecutive meetings of the Board without notifying the President or Secretary of their reason for doing so, and if their reason should not be accepted by the members of the Board, his or her seat on the Board may be declared vacant, and the Board may vote to select a substitute member from the active membership of the organization to serve the remainder of the term.

Section 6. Voting of the Board

Each Board member shall be entitled to one (1) vote on each issue or matter of business before the Board at any annual, special or regular meeting. Each member must be physically present to vote, unless agreed by a majority of those present.

Article X

Committees of the Board

Section 1. Executive or other committees

The Board, by resolution adopted by a majority, may designate from among its members or from the officers of the Corporation an Executive Committee and one or more other committees, each of which, to the extent provided in such resolution shall have and may exercise all the authority of the Executive Board except that no committee shall have the authority to:

- a. Approve or recommend actions or proposals required by law to be approved by the Board or the membership.
- b. Fill vacancies on the Executive Board or a committee thereof.
- c. Amend bylaws.

Section 2. Alternate Committee Members

The Executive Board, by resolution adopted in accordance with this article, may designate one or more members as alternates of any such committee, who may act in the place or stead of any absent member or members at any meeting of such committee.

Article XI

Officers

Section 1. Number

The officers of the Corporation shall be President, Secretary and Treasurer, and any other such officers with such powers and duties consistent with the bylaws as may be appointed by the Board from time to time. One person may hold more than one office.

Section 2. Terms of Office

Officers shall be elected by the Board at the annual meeting of the Board. Officers shall serve for one (1) year terms and may be re-elected.

Section 3. Installation and Commencement of Responsibilities

The newly elected officers at the annual meeting of the Board shall be installed and take office on the day immediately following the annual meeting.

Section 4. Vacancies of Office

Should the office of President become vacant by reason of resignation or death, the vice-president first in order shall succeed to the office of President until the next annual meeting of the Board. Vacancies in all other elected offices shall be filled for the unexpired term by the Board, if their term is less than six (6) months. For a vacancy exceeding six (6) months, the Board can elect a new member to fill the unexpired term.

Section 5. Duties of Officers

a. President

It shall be the duty of the President as the Chief Executive Officer to preside at all meetings of the Corporation, the Executive Board, and any other committee established by the Board. The President shall call all regular and special meetings when deemed necessary or appropriate. He shall have the power to sign all contracts, documents, and any writing on behalf of the organization.

The President shall be authorized to sign checks on the Corporation's bank account. Checks in the amount of more than fifty thousand dollars (\$50,000.00) shall require prior approval of the Executive Board.

b. Vice President

The Vice President shall act for the President with his approval in his absence.

c. Secretary

The Secretary shall take the minutes of every meeting of the Board, membership and all committees when needed or deemed appropriate.

The Secretary shall be the custodian of the records and papers of the organization. All files containing records, contracts, memberships, and minutes of the meetings shall be kept in the offices of the corporation.

d. Treasurer

The Treasurer shall receive, deposit and record the funds received in the name of the Corporation and deposit the same in a bank approved by the Executive Board. He shall be authorized to sign checks for the disbursements of funds for the Corporation's debts or expenses.

The treasurer shall keep current the financial records at all times and report on the financial status of the Corporation as requested by the President or the Executive Board.

Section 6. Compensation

The officers shall receive compensation for their services as the determined by the abilities of the Corporation and the responsibilities they hold. Such compensation shall be determined by the Chief Executive Officer and approved by the Executive Board.

Article XII

Bylaw or Charter Amendment

Section1. Amendment by Members

The Bylaws or the Articles of Incorporation of this organization may be amended, repealed or altered in whole or in part by a majority vote at any duly called meeting of the active members at which a quorum shall be present.

Notice of the proposed change shall be made available at the principal office of the organization at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such change or amendment.

Section 2. Board Approval

The proposed change or amendment to the bylaws or the articles of Incorporation shall, prior to notice being given to the active members of the meeting, (referred to in Section 1 of this article), be ratified and approved by the Executive Board.

Article XIII

Parliamentary Authority

The rules contained in the Robert's Rules of Order as revised shall govern all meetings of the Board, Officers, Committees and the members in all cases to which they are applicable, provided, however, that they do not conflict with the Bylaws, Articles of Incorporation, or with any laws in effect of the State of Florida.

Article XIV

Fiscal Year

The Fiscal Year of the Organization shall commence on the first day of January each year and terminate on the last day of December each year.

Article XV

Seal

The Corporation shall have a seal of such design that reflects the name and/or logo of the organization.

Article XVI

Distribution of Assets

Should the organization come to dissolution, liquidation, or end, the Executive Board, after paying or making provision for the payment of all the liabilities of the Corporation shall dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, and 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 under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or as the Board may determine.

Any assets not so disposed shall be disposed by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes, or to such organization or organizations as such court shall determine.

Article XVII

Indemnification

The Organization is empowered to indemnify any officer, employee, agent or any other former officer, employee or agent, by a majority vote of a quorum of the Executive Board, who were not parties to such action, lawsuit or court proceeding, or by such other body as authorized by Section 607.0850 of the Florida Statutes, as amended, upon receipt of an undertaking by or on behalf of the officer, employee or agent, or former officer , employee or agent, to repay such amount unless he or she is found not entitled to such indemnification.

Article XVIII

Contracts, Checks and Deposits

Section 1. Contracts

Subject to the other provisions of these bylaws, the Board , may authorize any officer or agent of the organization, to enter into any contract or to execute and deliver any instrument or document on behalf of the organization, which authority may be general or specific.

Section 2. Deposits

All funds received by the organization shall be deposited to the credit of the organization in such banks or other depositories as may be approved by the Board.

Section 3. Checks

All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidences of debt issued in the name of the organization shall be signed by such officer or agent, as shall from time to time be designated and determined by these bylaws or by the Executive Board. Unless otherwise authorized these instruments shall be signed by the President and/or Treasurer.

Article XIX

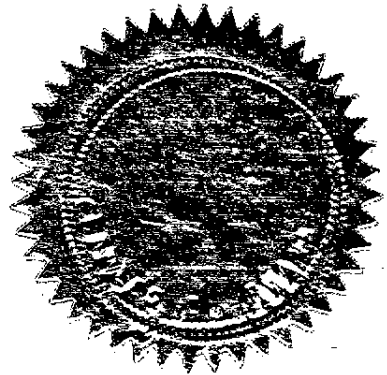
Records

The organization shall maintain correct and proper books and records and shall keep minutes of all meetings of the members and Executive Board at the principal office of the organization. Those records required by law to be opened for inspection to any authorized person may be inspected at the principal office of the organization during normal business hours after reasonable notice and approval is given to and by the President or otherwise provided by law.

ADOPTED AND DATED:

December 28, 1997

WORLD MISSIONS INTERNATIONAL CORPORATION



BY:

[Signature of Rev. Charles E. Evans]

**Rev. Charles E. Evans
President**

**100 Goddard Drive
DeBary, Florida 32713**

Attest:

[Signature of Charcy A. Luthe]

**Charcy A. Luthe
Secretary**

**631 Fairhaven Drive
Deltona, Florida 32725**

AMENDMENT TO ARTICLES OF INC.

FILED

97 DEC 31 PM 1:20

**WORLD MISSIONS INTERNATIONAL CORPORATION
100 GODDARD DR. DEBARY, FL. 32713**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**EMPLOYER IDENTIFICATION MEMBER
59-3448368**

**CORPORATE DOCUMENT NUMBER
N97000003241**

RESOLUTION #1. ARTICLE III (D)

WHEREAS,

WORLD MISSIONS INTERNATIONAL RECOGNIZES THE NEED TO COMPLY TO THE REGULATION AND THE REQUIREMENTS OF THE INTERNAL REVENUE SERVICE CODES, AND

WHEREAS,

WORLD MISSIONS INTERNATIONAL HAS MADE APPLICATION TO THE INTERNAL REVENUE SERVICE FOR A FEDERAL TAX EXEMPTION NUMBER, AND THEY HAVE ASKED FOR THE FOLLOWING ADDITION TO THE LAST SENTENCE OF ARTICLE III (D) TO READ AS FOLLOWS, "... OR UNDER ANY CORRESPONDING PROVISIONS OF ANY SUBSEQUENT FEDERAL LAWS COVERING ORGANIZATIONS QUALIFIED AS TAX EXEMPT UNDER SECTION 501 (C) (3) OF THE CODE." AND

WHEREAS,

IT IS RESOLVED BY A DULY CALLED MEETING AND VOTE TO MAKE THAT ADDITION AN AMENDMENT TO THE ARTICLES OF INCORPORATION.

RESOLUTION # 2. ARTICLE V.

WHEREAS,

IN THE NEED TO BE SPECIFIC IN REGARDS TO THE INTERNAL REVENUE SERVICE CODES AND THEIR REQUESTS FOR US TO COMPLY IN ORDER TO RECEIVE A FEDERAL TAX EXEMPTION NUMBER, AND

WHEREAS,

OUR REFERENCE IN ARTICLE V TO SECTION 170 SHOULD ALSO INCLUDE THE LETTER C AND THE NUMBER 2 AND THEN READ AS SECTION 170 (C) (2).

WHEREAS,
IT IS RESOLVED BY THE CORPORATION BODY TO MAKE THIS
AMENDMENT TO READ AS SUCH.

RESOLUTION #3 ARTICLE VIII. SECTION 8

WHEREAS,
THERE IS A NEED FOR FUTHER EXPLAINATION AND CLARIFICATION OF
COMPENSATION OF BOARD, AND

WHEREAS,
THE INTERNAL REVENUE SERVICE HAS REQUESTED THE FOLLOWING
STATEMENT TO BE ADDED AND THAT THE FINANCE COMMITTEE BE SUBSTITUTED FOR
THE WORD PRESIDENT IN SETTING THE AMOUNT OF COMPENSATION AND TO BE
APPROVED BY THE EXECUTIVE BOARD, AND

WHEREAS,
THE FOLLOING BE ADDED TO SECTION 8..... " AND ANY SALARIES,
WAGES, TOGETHER WITH FRINGE BENEFITS OR OTHER FORMS OF COMPENSATION
(HOUSING, TRANSPORTATION OR OTHER ALLOWANCES) PAID TO OR PROVIDED FOR
EMPLOYEES, DIRECTORS, OR OFFICERS WILL NOT EXCEED A VALUE WHICH IS
REASONABLE AND COMMENSURATE WITH THE DUTIES AND WORKING HOURS
ASSOCIATED WITH SUCH EMPLOYMENT AND WITH THE COMPENSATION ORDINARILY
PAID PERSONS WITH SIMILAR POSITIONS OR DUTIES AND THAT ANY PERSON
RECEIVING SUCH COMPENSATION WILL NOT VOTE ON ANY DECISIONS REGARDING
SAME."

WHEREAS,
BE IT RESOLVED AND AMENDED AS SUCH TO READ AS STATED ABOVE.

ADOPTED AND DATED: BY THE MEMBERS

December 28, 1997
DECEMBER 28, 1997

WORLD MISSIONS INTERNATIONAL CORPORATION

BY:

Rev. Charles E. Evans
REV. CHARLES E. EVANS
PRESIDENT

ATTEST:

Ms. C. Luthe
MS. C. LUTHE
SECRETARY