

11970004658

(Requestor's Name)

TruePraise Ministries  
10911 Apple Blossom Trail E  
Jacksonville, FL 32218

(City/State/Zip/Phone #)

☐

PICK-UP

☐

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(Business Entity Name)

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*Dr. [Signature]*

2010 FEB 10 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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2-10-10



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 21, 2010

TRUE PRAISE MINISTRIES  
10971 APPLE BLOSSOM TRAIL EAST  
JACKSONVILLE, FL 32218

SUBJECT: TRUE PRAISE INTERDENOMINATIONAL MINISTRIES, INC.  
Ref. Number: N97000004658

We have received your document for TRUE PRAISE INTERDENOMINATIONAL MINISTRIES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Bylaws are not filed with this office. Please retain them for your records.

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) 245-6908.

Sylvia Gilbert  
Regulatory Specialist II

Letter Number: 810A00001644

RECEIVED  
2010 FEB 10 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment  
to  
Articles of Incorporation  
of

True Praise Interdenominational Ministries, Inc.

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

N97000004658

(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:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
Signature of New Registered Agent, if changing

FILED  
2010 FEB 10 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
P	GARY WILLIAMS	5312 HERONVIEW DRIVE JACKSONVILLE, FL 32257	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
P	MICHAEL MADISON	3933 HICKORY GROVE DRIVE JACKSONVILLE, FL 32277	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
VP	Billy Brock Jr.	3550 NANCY STREET JACKSONVILLE, FL 32209	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**

*(attach additional sheets, if necessary). (Be specific)*

SHEETS ATTACHED

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**  
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
<u>S</u>	<u>RICKELL ROGERS</u>	<u>1496 FIELDVIEW DRIVE</u> <u>JACKSONVILLE, FL 32225</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
<u>VP</u>	<u>AARON HILL</u>	<u>12865 CAPTIRE COURT</u> <u>JACKSONVILLE, FL 32225</u>	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
<u>D</u>	<u>AARON HILL</u>	<u>12865 CAPTIRE COURT</u> <u>JACKSONVILLE, FL32225</u>	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

SHEETS ATTACHED

(Attach additional sheets, if necessary)

**E. If amending or adding additional Articles, enter change(s) here:**

(attach additional sheets, if necessary). (Be specific)

SHEETS ATTACHED

The date of each amendment(s) adoption: 08/15/1997

*(date of adoption is required)*

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 November 2, 2009

Signature Jimmie L Hill

(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)

Jimmie Hill

(Typed or printed name of person signing)

President

(Title of person signing)

## Amendments to the Articles

### **Article I- Offices**

Section 1. The registered office of the corporation in the State of Florida shall be at 10971 Apple Blossom Trail E  
Jacksonville, FL 32218

The registered agent in charge thereof shall be Dr. Jimmy Hill Sr.

Section 2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the business of the corporation may require.

### **Article II- Powers**

To the end that the foregoing objectives and purposes and any related Religious and charitable purposes may be carried out, performed and accomplished; this ministry corporation shall have the power to engage only in such activities as shall not constitute business unrelated to its religious, benevolent, charitable, literary and educational purposes. It shall engage only in such activities as are permitted to be carried on by corporations whose income is exempt from taxation pursuant to Section 501 (c) 3. and contributions to which are deductible pursuant to Section 170(c) (2), of the Internal Revenue Code of 1954 or corresponding provisions of any future United States Internal Revenue code. Any provision elsewhere in these Articles of Incorporation to the contrary notwithstanding, this corporation shall not engage in, nor shall any of its assets be used or applied to, activities which constitute carrying on of propaganda, attempting to influence legislation, or participating in or intervening in any political campaign on behalf of any candidate for public office, nor shall any part of its net earnings or assets inure to the benefit of any private member, except for reasonable compensation for services actually rendered, Subject to the foregoing limitations, and subject specifically to the provisions of Section 617.0705 of the Florida Statutes, this Church corporation shall have all of the rights and powers set forth in Section 617.021 of the Florida Statutes. The purposes set forth in Article II hereof shall likewise be construed as powers.

1. To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or instruments of credit.
2. To acquire, own, lease, mortgage and dispose of property both real and personal.
3. To conduct and carry on religious services and instruction through the public media, including electronic broadcasting, AM and FM radio, telecasting, and or current technologies, microwave distribution, closed circuit transmission, and cable television, books, tapes, and publishing.



4. To acquire, own and operate such broadcasting and/or telecasting facilities.
5. To issue annuities and to enter into gift-annuity contracts.
6. To accept property and donations in trust for religious or charitable purposes.
7. To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of share of the capital, stock, mortgage, pledge, or otherwise dispose of share of the capital, stock, bonds, obligations, or other securities of other corporations, domestic, or foreign, as investments or otherwise, in carrying out any of the purposes of the Corporation and while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.

### **Article III- Members**

Section 1. Members shall be elected by a two-thirds vote of the Board of Directors and shall have following qualifications deemed by the Board of Directors on a case by case basis.

Section 2. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable by the members.

Section 3. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of any dues or assessments.

Section 4. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 5. Membership in this corporation is not transferable or assignable.

Section 6. Meetings of members shall be held at the registered office of the corporation in this state or at such place, either within or without this state, as may be selected from time to time by Board of Directors.

Section 7. Annual Meetings: The annual meetings of the members shall be held on the fifteenth of August in each year if not a legal holiday, and if a legal holiday, then on the next secular day following at 6:30 o'clock p.m., when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting for election of directors is not held on the date designated therefore, the directors shall cause the meeting to be held as soon thereafter as convenient.

Section 8. Election of Directors: Elections of the directors of the corporation shall be by written ballot.

Section 9. Special Meetings: Special meetings of the members may be called at any time by the President, or the Board of Directors, or members entitled to cast at least one-fifth of the votes which all members are entitled to cast at the particular meeting. At any time, upon written request of any person or persons who have duly called a special meeting, it shall be the duty of the Secretary to fix the date of the meeting, to be held not more than sixty days after receipt of the request, and to give due notice thereof. If the Secretary shall neglect or refuse to fix the date of the meeting and give notice thereof, the person or persons calling the meeting may do so.

Business transacted at all special meeting shall be confined to the objects stated in the call and matters relevant thereto, unless all members entitled to vote are present and consent.

Section 10. Quorum: The presence in person of 3 members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members.

If the election of the Board of Directors shall not be held on the day designated by these By-Laws, the Board of Directors shall cause the election to be held as soon thereafter as convenient. The failure to hold such an election at the designated time shall not work any forfeiture or dissolution of the corporation, but the Court of Chancery may summarily order such an election to be held upon the application of any member of the corporation. At any election pursuant to such order the persons entitled to vote in such election who shall be present at such meeting, either in person or by proxy, shall constitute a quorum for such meeting, notwithstanding any provision of the Certificate of incorporation or By-Laws of this corporation to the contrary.

The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 11. Proxies: Each member entitled to vote at a meeting of members or to express consent or dissent to corporate action in writing

without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. All proxies shall be filed with the Secretary of the meeting before voted upon.

Section 12. Notice of Meeting: Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, and, in the case of a special meeting, the purpose of purposes for which the meeting is called.

Unless otherwise provided by law, written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each member entitled to vote at such meeting.

Section 13. Consent in Lieu of Meeting: Any action required to be taken at any annual or special meeting of members of a corporation, or any action which may be taken at any annual or special meeting or such members, may be taken without meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

Section 14. List of Members: The officer who has charge of the membership ledger of this corporation shall prepare and make, at least ten days before every meeting of members, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each member and the class of membership of interest held. No member in arrears in the payment of dues or any other form of payment required as a condition of membership shall have the right to vote at any meeting. The list shall be open to the examination of any member, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any member who is present.

#### **Article IV- Directors**

Section 1. The business and affairs of this corporation shall be managed by its Board of Directors, 6 in number. The directors need not be

residents of this state or members in the corporation. They shall be elected by the members at the annual meeting of members of the corporation, and each director shall be elected for the term of one year, and until his successor shall be elected and shall qualify or until his earlier resignation or removal.

Section 2. Regular Meetings: Regular meetings of the Board shall be held without notice on Tuesdays weekly 6:30 o'clock p.m. at the registered office of the corporation, or at such other time and place as shall be determined by the Board.

Section 3: Special Meetings: Special Meetings of the Board may be called by the President on 7 days notice to each director, either personally or by mail or by telegram; special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of a majority of the directors in office.

Section 4. Quorum: A majority of the total number of directors shall constitute a quorum for the transaction of business.

Section 5. Consent in Lieu of Meeting: Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee. The Board of Directors may hold its meetings, and have an office or offices, outside of this state.

Section 6. Conference Telephone: One or more directors may participate in a meeting of the Board, of a committee of the Board or of the members, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; participation in this manner shall constitute presence in person at such meeting.

Section 7. Compensation: Directors as such, shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation thereof.

Section 8. Removal: Any director or the entire Board of Directors may be removed, with or without cause, by the holders of a majority of the members then entitled to vote at an election of directors.

## **Article V- Officers**

Section 1. The executive officers of the corporation shall be chosen by the directors and shall be a President, Secretary, and Treasurer. The Board of Directors may also chose a Chairman, one or more Vice Presidents and such other officers as it shall deem necessary. Any number of offices may be held by the same person.

Section 2. Salaries: Salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

Section 3. Term of Office: The officers of the corporation shall hold office for one year and until their successors are chosen and have qualified. Any officer or agent elected or appointed by the Board may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will served thereby.

Section 4. President: The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the members and directors; he shall have general and active management of the business of the corporation, shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the corporation. He shall be Ex-Officio a member of all committees, and shall have the general power and duties of supervision and management usually vested in the office of President of a corporation.

Section 5. Secretary: The Secretary shall attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose, and shall perform like duties for all committees of the Board of Directors when required. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, and under whose supervision he shall be. He shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.

Section 6. Treasurer: The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in a separate account to the

credit of the corporation. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

## **Article VI- Vacancies**

Section 1. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise, shall be filled by the Board of Directors. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director. If at any time, by reason of death or resignation or other cause, the corporation should have no directors in office, then any officer or any member or an executor, administrator, trustee or guardian of a member, or other fiduciary entrusted with like responsibility for the person or estate of a member, may call a special meeting of members in accordance with the provisions of the By-Laws.

Section 2. Resignations Effective at Future Date: When one or more directors shall resign from the Board, effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

## **Article VII- Corporate Records**

Section 1. Any member of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the corporation's membership ledger, a list of its members, and its other books and records, and to make copies or extracts therefore. A proper purpose shall mean a purpose reasonably related to such person's interest as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the corporation at its registered office in this state or at its principal place of business.

## **Article VIII- Miscellaneous Provisions**

Section 1. Checks: All checks or demands for money and notes of corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Section 2. Fiscal Year: The fiscal year shall begin on the first day of the calendar year.

Section 3. Notice: Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail, or by telegram, charges prepaid, to his address appearing on the books of the corporation, or supplied by him to the corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting of members, the general nature of the business to be transacted.

Section 4. Waiver of Notice: Whenever any written notice is required by statute, or by the Certificate or the By-Laws of this corporation a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting of members, neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5. Disallowed Compensation: Any payments made to an officer or employee of the corporation such as a salary, commission, bonus, interest, rent, travel or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or employee to the corporation to the full extent of such disallowance. It shall be the duty of the directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or employee, subject to the determination of the directors, proportionate amounts may be withheld from his future compensation payments until the amount owed to the corporation had been recovered.

Section 6. Resignation: Any director or other officer may resign at any time, such resignation to be in writing, and to take effect from the time of its receipt by the corporation, unless some time be fixed in the

resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

#### **Article VIV- Annual Statement**

Section 1. The President and Board of Directors shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding year. Such statement shall be prepared and presented in whatever manner the Board of Directors shall deem advisable and need not be verified by a certified public accountant.

#### **Article X- Amendments**

Section 1. These By-Laws may be amended or repealed by the vote of members entitled to cast at least a majority of the votes which all members are entitled to cast thereon, at any regular or special meeting of the members, duly convened after notice to the members for that purpose.