

N 97000006299

LAW OFFICES

EDWARD M. LIVINGSTON, P. A.

628 ELLEN DRIVE

POST OFFICE BOX 1599

WINTER PARK, FLORIDA 32790

PATENTS, TRADEMARKS, COPYRIGHTS
& BUSINESS LAW

February 17, 1998

(407) 629-4545
1-800-548-4332 (IN FL)
FAX (407) 645-1922

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

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-02/20/98--01047--002
*****87.50 *****87.50

Re: EXTREME MOUNTAIN MISSIONS, INC.
Our File No.: 97-4075

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Amended and Reinstated Articles of Incorporation amending the Articles of Incorporation for the above-captioned corporation for filing in the Corporate Records of the office of the Secretary of State.

Please file the amendment and send a certified copy to the undersigned attorney. Our firm check in the amount of \$87.50 is enclosed to cover the cost of the above.

Thank you for your attention to this matter. Should you have any questions or should anything further be required, please do not hesitate to contact the undersigned attorney.

Very truly yours,



Edward M. Livingston

EML/mao

Enclosures- Amended and Reinstated Articles of Incorporation
Check

FILED
98 MAR -9 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM/Post
X 126 -10

LAW OFFICES
EDWARD M. LIVINGSTON, P. A.

628 ELLEN DRIVE
POST OFFICE BOX 1599
WINTER PARK, FLORIDA 32790

PATENTS, TRADEMARKS, COPYRIGHTS
& BUSINESS LAW

March 5, 1998

(407) 629-4545
1-800-548-4332 (IN FL)
FAX (407) 645-1922

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

Attn.: Karen Gibson, Corporate Specialist
Re: EXTREME MOUNTAIN MISSIONS, INC. - Amended Restated
Articles of Incorporation
Ref. No.: N97000006299
Letter No.: 798A00010026
Our File No.: 97-4075

Dear Ms. Gibson:

Per your letter of February 23, 1998 regarding the captioned matter, enclosed please find the Amended Restated Articles of Incorporation of EXTREME MOUNTAIN MISSIONS, INC. with the corrections requested in your letter. Specifically, the corrections are to add to paragraph 3 a sentence that the number of votes cast was sufficient for approval and also the removal of the word "initial" from Article VIII on page 8 of the articles.

Trusting that these documents will now meet your approval, we request you expeditiously file same and return proof of same to us.

Thank you for your attention to this matter and should you have any questions, please contact my Legal Assistant, Melody.

Very truly yours,



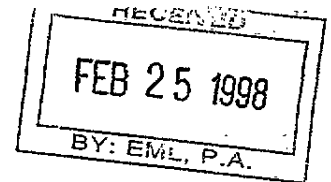
Edward M. Livingston

EML/mao

Enclosures- Copy of Letter

Amended and Reinstated Articles of Incorporation (original & Copy)

RECEIVED
98 MAR -9 AM 8:10
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1998

EDWARD M. LIVINGSTON P.A. N
PO BOX 1599
WINTER PARK, FL 32790

SUBJECT: EXTREME MOUNTAIN MISSIONS, INC.
Ref. Number: N97000006299

We have received your document for EXTREME MOUNTAIN MISSIONS, 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):

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 798A00010026

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EXTREME MOUNTAIN MISSIONS, INC.**

FILED
98 MAR -9 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **EXTREME MOUNTAIN MISSIONS, INC.**, pursuant to the provisions of §617.1007 of the Florida Business Corporation Act, hereby adopts restated Articles of Incorporation which accurately restate and integrate the Articles of Incorporation and all amendments thereto that are in effect to date and as further amended as hereinafter set forth, as permitted by F.S.A. §617.1007.

2. The Articles of Incorporation of the corporation are amended by the restated Articles of Incorporation as follows:

A. Article II-Not for Profit is amended by deleting the text of Article II thereof and inserting the following in its place and stead:

**ARTICLE II
NOT FOR PROFIT**

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

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, 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 this Article. 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 of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation except 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.

B. Article IV-Purposes is amended by deleting the text of Article IV thereof and inserting the following in its place and stead:

ARTICLE IV **PURPOSES**

The Corporation is organized and shall be operated exclusively for the following nonprofit purposes:

A. The promotion of and education in the Christian faith through extreme sports and outdoor experiences.

B. To carry on any other activities permitted to be carried on by a Corporation exempt from Federal income tax under section 501(c)(3) of the *Internal Revenue Code* of 1986, or the corresponding provision of any future United States Internal Revenue law or a corporation, contributions to which are deductible under section 170(c)(2) of the *Internal Revenue Code* of 1986 or any other corresponding provision of any future United States Internal Revenue law.

C. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property for any of the purposes set forth herein. However, the corporation shall not conduct any activities not permitted of a

corporation exempt from federal income taxation under §501(c)(3) of the Internal Revenue Code of 1986.

D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them. However, the corporation shall not conduct any activities not permitted of a corporation exempt from federal income taxation under §501(c)(3) of the Internal Revenue Code of 1986.

C. Article VI-Members is amended by deleting the title and text of Article VI thereof and inserting the following Article VI entitled "Management by Trustees" in its place and stead:

ARTICLE VI **MANAGEMENT BY TRUSTEES**

The affairs and management of the corporation shall be conducted by trustees. The initial board of trustees shall be as set forth hereinafter in these articles. The trustees shall be elected on an annual basis by the board of trustees. The corporation may also have members as provided for in the By-Laws.

D. Article VIII-Initial Board of Trustees is amended by deleting the text of Article VIII thereof and inserting the following in its place and stead:

ARTICLE VIII **INITIAL BOARD OF TRUSTEES**

The management of the Corporation shall be vested in a board of trustees. The number of trustees constituting the board of trustees is three (3). The number of trustees may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than three (3). The trustees shall be elected by the board of trustees annually. The By-laws may provide for *ex officio* and honorary trustees, and their rights and privileges. The name and address of each trustee of the Corporation is as follows:

Name:

Address:

James B. Bower

105 Spring Lake Hills Dr.
Altamonte Springs, FL 32714

Donald Blane Brown

611 Ponte Vedra Lakes Blvd.
Apt. 3203
Ponte Vedra Beach, FL 32082

Robert Verkaik

1847 Lake Terrace Dr.
Eustis, FL 32726

E. Article X-By-Laws is amended by deleting the text of Article X thereof and inserting the following in its place and stead:

ARTICLE X
BY-LAWS

The By-laws of the Corporation are to be made and adopted by the board of trustees and may be altered, amended or rescinded by a majority vote of the board of trustees.

F. Article XI-Amendment is amended by deleting the text of Article XI thereof and inserting the following in its place and stead:

ARTICLE XI
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment to them and all rights and privileges conferred upon the trustees, officers and any members are subject to this reservation. The articles of incorporation may be amended by a majority vote of the trustees of the corporation.

G. Article XIV-Dissolution and Distribution of Assets is amended by deleting the text of Article XIV thereof and inserting the following in its place and stead:

ARTICLE XIV
DISSOLUTION AND DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation, 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

3. These amendments have been affected in conformity with the provisions of *Florida Statutes* §617.1002 and were duly adopted by a majority vote of the trustees and members of the corporation. The number of votes cast for the amendment were sufficient for approval.

4. The Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following restated Articles of Incorporation which accurately copy the entire text thereof and as so amended above:

THE BALANCE OF THIS PAGE INTENTIONALLY LEFT BLANK.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EXTREME MOUNTAIN MISSIONS, INC.**

The undersigned, acting as incorporator of a nonprofit corporation under Chapter 617 of the *Florida Statutes*, hereby make and adopt the following Articles of Incorporation for such corporation.

**ARTICLE I
NAME AND ADDRESS OF CORPORATION**

The name of this corporation shall be **EXTREME MOUNTAIN MISSIONS, INC.**, hereinafter sometimes referred to as the "Corporation."

The principal place of business of the Corporation shall be:

105 Spring Lake Hills Dr.
Altamonte Springs, FL 32714

The mailing address of the Corporation shall be:

c/o Edward M. Livingston, Esq.
P.O. Box 1599
Winter Park, FL 32790

**ARTICLE II
NOT FOR PROFIT**

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

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, 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 this Article. 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 of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation except 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 III

DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE IV

PURPOSES

The Corporation is organized and shall be operated exclusively for the following nonprofit purposes:

A. The promotion of and education in the Christian faith through extreme sports and outdoor experiences.

B. To carry on any other activities permitted to be carried on by a Corporation exempt from Federal income tax under section 501(c)(3) of the *Internal Revenue Code* of 1986, or the corresponding provision of any future United States Internal Revenue law or a corporation, contributions to which are deductible under section 170(c)(2) of the *Internal Revenue Code* of 1986 or any other corresponding provision of any future United States Internal Revenue law.

C. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property for any of the purposes set forth herein. However, the corporation shall not conduct any activities not permitted of a corporation exempt from federal income taxation under §501(c)(3) of the Internal Revenue Code of 1986.

D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them. However, the corporation shall not conduct any activities not permitted of a corporation exempt from federal income taxation under §501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE V

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, trustees or officers, but 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.

ARTICLE VI

MANAGEMENT BY TRUSTEES

The affairs and management of the corporation shall be conducted by trustees. The initial board of trustees shall be as set forth hereinafter in these articles. The trustees shall be elected on an annual basis by the board of trustees. The corporation may also have members as provided for in the By-Laws.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is 628 Ellen Drive, P.O. Box 1599, Winter Park, Florida 32790, and the name of the initial registered agent is EDWARD M. LIVINGSTON.

ARTICLE VIII
INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a board of trustees. The number of trustees constituting the board of trustees is three (3). The number of trustees may be increased or decreased from time to time in accordance with the By-laws, but shall never be less than three (3). The trustees shall be elected by the board of trustees annually. The By-laws may provide for *ex officio* and honorary trustees, and their rights and privileges. The name and address of each trustee of the Corporation is as follows:

<u>Name:</u>	<u>Address:</u>
James B. Bower	105 Spring Lake Hills Dr. Altamonte Springs, FL 32714
Donald Blane Brown	611 Ponte Vedra Lakes Blvd. Apt. 3203 Ponte Vedra Beach, FL 32082
Robert Verkaik	1847 Lake Terrace Dr. Eustis, FL 32726

ARTICLE IX
OFFICERS

The officers of the Corporation may consist of a president, vice-president, secretary, treasurer and such other officers and assistance officers as may be provided in the By-laws. Each officer shall be elected by the board of trustees (and

may be removed by the board of trustees) at such time and in such manner as may be prescribed by the By-laws.

ARTICLE X

BY-LAWS

The By-laws of the Corporation are to be made and adopted by the board of trustees and may be altered, amended or rescinded by a majority vote of the board of trustees.

ARTICLE XI

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment to them and all rights and privileges conferred upon the trustees, officers and any members are subject to this reservation. The articles of incorporation may be amended by a majority vote of the trustees of the corporation.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify each officer and trustee, including former officers and trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE XIII

NON-STOCK BASIS

The Corporation is organized on a non-stock basis and therefore shall not issue shares of stock.

ARTICLE XIV
DISSOLUTION AND DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation, 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 XV
INCORPORATOR

The name and address of the incorporator is as follows:

Name

Street Address

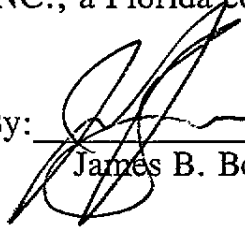
Edward M. Livingston

628 Ellen Drive
Winter Park, Florida 32789

Dated this 12 day of Feb., 1998.

EXTREME MOUNTAIN MISSIONS,
INC., a Florida corporation

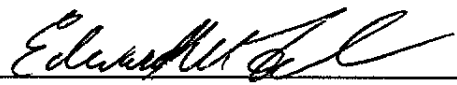
By: _____


James B. Bower, President

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared **JAMES B. BOWER** as **President of EXTREME MOUNTAIN MISSIONS, INC.**, ☒ who is personally known to me; or _____ who produced _____ as identification, and who is known by me to be the person who executed the foregoing Amended and Reinstated Articles of Incorporation on behalf of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 13th day of February, 1998.



Notary Public
My Commission Expires:



EDWARD M LIVINGSTON
My Commission CC398074
Expires Aug. 12, 1998
Bonded by HAI
800-422-1885