

# N98000006155

**WILLIAM T. PRESTON**  
ADMITTED TO PRACTICE IN VIRGINIA AND FLORIDA

143 CANAL STREET  
NEW SMYRNA BEACH, FL 32168  
TELEPHONE (904) 424-9200  
FACSIMILE: (904) 423-8099

**& REED, P.L.C.**  
ATTORNEYS AND COUNSELORS AT LAW

May 2, 2000

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

000003240470--9  
-05/05/00-01031--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: AT THE WELL MINISTRIES, INC.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Amendment to the Articles of Incorporation of AT THE WELL MINISTRIES, INC., a not-for-profit corporation, for filing.

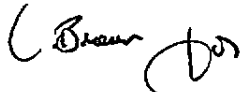
Please also find my firm check # 3699 in the amount of \$35.00 for filing fees.

Please file the Articles of Amendment and return the Certified Copy to me at the above address.

Thank you for your assistance in this regard.

With kind regards.

Respectfully,



William T. Preston

WTP/lb  
Enclosure-2

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 30 AM 11:43

*Amended & Restated Art.*

V. SHEPARD JUN 1 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 19, 2000

WILLIAM T. PRESTON  
143 CANAL STREET  
NEW SMYRNA BEACH, FL 32168

SUBJECT: AT THE WELL MINISTRIES, INC.  
Ref. Number: N98000006155

We have received your document for AT THE WELL MINISTRIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

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.

Restated Articles of Incorporation should include the manner in which directors are to be elected or appointed. The restated articles may provide that the method of election of the directors is as stated in the bylaws.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 200A00028471

PRESTON

& REED, P.L.C.  
ATTORNEYS AND COUNSELORS AT LAW

**WILLIAM T. PRESTON**  
ADMITTED TO PRACTICE IN VIRGINIA AND FLORIDA

143 CANAL STREET  
NEW SMYRNA BEACH, FL 32168  
TELEPHONE (904) 424-9200  
FACSIMILE: (904) 423-8099

May 26, 2000

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

**RE: AT THE WELL MINISTRIES, INC.**

Dear Sir or Madam:

Please find enclosed the modified, amended and restated Articles for the above referenced corporation.

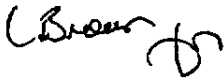
I am enclosing a copy of your letter to me dated May 19, 2000.

Please file the modified, amended and restated Articles and return the Certified Copy to me at the above address.

Thank you for your assistance in this regard.

With kind regards.

Respectfully,



William T. Preston

WTP/lf  
Enclosure-2

RECEIVED  
MAY 27 2000 8:36 AM  
DIVISION OF CORPORATIONS

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AT THE WELL MINISTRIES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 30 AM 11:43

Pursuant to the provisions of Section 617 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

First. The name of the corporation is **AT THE WELL MINISTRIES, INC.**

Second. The following amendments of the Articles of Incorporation were adopted by the Board of Directors of the corporation on April 19, 2000, in the manner prescribed by law, replacing all of the Articles and supporting provisions of the original Articles of Incorporation:

**ARTICLE II THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS  
OF THE CORPORATION**

The principal place of business and mailing address of the corporation shall, until otherwise notified, be: 446 Quay Assisi, New Smyrna Beach, Florida 32169

**ARTICLE III CORPORATE PURPOSES**

This corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501 (C) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

The purpose of this corporation is to minister spiritual, emotional and physical restoration and wholeness to the members of the Body of Christ, to people of faith at large, and to any other persons who will receive it, both in the United States and throughout the world.

This ministry is dedicated to answer the call of the Holy Spirit, and will minister to individuals and groups through preaching, teaching, counseling, and various methods of education, instruction, encouragement and prayer.

We will provide Biblically-centered ministry to people of all races, creeds, faiths and backgrounds who have suffered from the effects of such things as past hurts, emotional trauma, bitterness, unforgiveness and hopelessness; and for those in need of physical and emotional healing, deliverance from oppression, or freedom from other problems passed from generation to generation.

We will minister in and establish venues such as churches, conferences, home fellowship groups, internet websites, or any other public or private place that is appropriate to our ministry.

We will develop, produce and distribute books, brochures, pamphlets, syllabuses, audio and video tapes and other educational and motivational materials to support our ministry.

We will also participate in other charitable, humanitarian, and religious activities, including the evangelistic furtherance of the Gospel of Jesus Christ, as are permitted by a corporation that is exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code.

#### **ARTICLE IV OFFICERS**

The following officers shall manage the affairs of this corporation:

Founder/President, Vice-President, Secretary, and Treasurer, as specified in the Bylaws of the corporation.

#### **ARTICLE V ELECTION OF MEMBERS AND**

#### **BOARD OF DIRECTORS**

The qualifications, functions, and manner for election or appointment of the members of the Board of Directors are specified in the Bylaws of the Corporation. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3).

The names and addresses of the members of the Board of Directors are as follows:

NAME	ADDRESS
Linda M. Cyr	446 Quay Assisi New Smyrna Beach, FL 32169
Daniel Cyr	446 Quay Assisi New Smyrna Beach, FL 32169
Margaret M. Chang, M.D.	446 Quay Assisi New Smyrna Beach, FL 32169
Mary Elizabeth Clouse	469 Amethyst Way Lake Mary, FL 32746
Carol Ann Gonterman	4740 S. Harvard, Apt. 46 Tulsa, OK 74135

The Directors of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

## **ARTICLE VI REGISTERED OFFICE**

The street address of the registered office of the corporation is: 446 Quay Assisi, New Smyrna Beach, Florida, 32169,

## **ARTICLE VII REGISTERED AGENT**

and the registered agent is Linda M. Cyr of the same address.

## **ARTICLE VIII LIMITATIONS**

This corporation shall neither have nor issue any stock. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated for the purposes specified in Article III above. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers or other private persons, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes as set forth in Article III above.

The corporation shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

## **ARTICLE IX RESTRICTIONS**

This corporation shall seek such sources of support, including the solicitation of grants from private entities and direct or indirect contributions from the general public as well enable it to qualify as a publicly supported organization as defined in Sections 170(b)(1)(A)(vi) and 509(a)(1) of the Internal Revenue Code.

Further, for any period during which this corporation is a "private foundation" as defined by Section 509 of the Internal Revenue Code, it shall be subject to the following restrictions and prohibitions:

- This corporation shall make distributions for each taxable year at such time in such manner as not to become subject to the tax imposed on undistributed income by Section 4942 of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law).
- It shall not engage in any act or self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law).
- It shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law).

- It shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law).
- It shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law).

#### ARTICLE X DISSOLUTION

Upon the dissolution of the corporation, no member, director, or private person, corporate or individual, or other private interest shall be entitled to any distribution of its remaining funds and other property.

The balance of such funds and property shall, after the payment of all debts and liabilities of the corporation be distributed to an organization operated exclusively for charitable purposes and which has qualified under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any United States Internal Revenue Law), as shall be provided by the Board of Directors.

Third. All of the Directors of the corporation were present and voted to approve the Articles of Amendment.

Fourth. No members of the corporation are entitled to vote on a proposed amendment to the Articles of Incorporation.

Dated April 19th, 2000.

Linda M Cyr  
Linda M. Cyr

Daniel Cyr  
Daniel Cyr

M. Chang  
Margaret M. Chang, M.D.

Mary Elizabeth Clouse  
Mary Elizabeth Clouse

Carol Ann Gonterman  
Carol Ann Gonterman