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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PATHWAY MINISTRIES, INC.**

Pursuant to the provisions of Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation is Pathway Ministries, Inc.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation and the mailing address of the corporation is 1054 Gould Place, Oviedo, Florida 32765.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized for the benefit of WaterStone Fellowship Ministries, Inc.; provided, however, that in the event that WaterStone Fellowship Ministries, Inc. loses its exemption, substantially fails to continue (or abandons) its operations, or dissolves, then the corporation shall operate for the benefit of a church in the central Florida area that: (i) is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code") and is described in Section 509(a)(1) of the Code; (ii) is selected by the Board of

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Directors of the corporation; and (iii) accepts the designation that the corporation operates for its benefit.

B. The corporation is organized exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Code.

C. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

D. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

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

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ARTICLE IV – NO MEMBERS

The corporation shall have no members. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the corporation's Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of eleven (11) to fifteen (15) persons. The Board of Directors shall be appointed or elected as provided in the Bylaws; provided, however, that WaterStone Fellowship Ministries, Inc. (or such other church substituted therefor in accordance with Article III above) shall appoint three (3) members of the Board of Directors and shall approve the election of directors as provided in the Bylaws. Any amendment to this Article V requires a unanimous vote of the directors.

**ARTICLE VI - REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the registered office of the corporation is 1054 Gould Place, Oviedo, Florida 32765, and the name of the registered agent of this corporation at that address is Reverend Charles A. Wise. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed

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to WaterStone Fellowship Ministries, Inc. (or such other church substituted therefor in
accordance with Article III above).

DATED this 4 day of march, 2017.

PATHWAY MINISTRIES, INC.

By: Charles A. Wisc
Reverend Charles A. Wisc, President

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**CERTIFICATE TO ACCOMPANY THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF PATHWAY MINISTRIES, INC.**

I, REVEREND CHARLES A. WISE, being the President of PATHWAY MINISTRIES, INC., a Florida not for profit corporation (hereinafter referred to as the "Corporation"), hereby certify that (1) the Amended and Restated Articles of Incorporation of the Corporation accompanying this Certificate were duly adopted and approved by a majority of the members of the Board of Directors of the Corporation in compliance with Section 617.1002 of the Florida Statutes, and (2) the Corporation has no members that would otherwise be entitled to vote on the Amended and Restated Articles of Incorporation pursuant to Section 617.1002 of the Florida Statutes.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 4 day of march 2017.


Reverend Charles A. Wise, President

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