

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES

I, **Robyn A. Crittenden**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

PASSION PUBLISHING, LLC
a Domestic Limited Liability Company

has amended and filed duly restated articles on 11/30/2018 in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **12/21/2018**.



A handwritten signature in black ink, reading 'Robyn A. Crittenden'.

Robyn A. Crittenden
Secretary of State

AMENDED AND RESTATED ARTICLES OF ORGANIZATION

OF

PASSION PUBLISHING, LLC

These Amended and Restated Articles of Organization of PASSION PUBLISHING, LLC (the “Company”), which require the approval of the Sole Member in order to be adopted by the Company, have been adopted by the Sole Member on the date specified below, are effective immediately upon filing, and amend and supersede entirely the original Articles of Organization filed on August 4, 2015, and any amendments thereto; all pursuant to Section 14-11-210 of the Georgia Limited Liability Company Act, as amended.

ARTICLE I. NAME

The name of the limited liability company is Passion Publishing, LLC.

ARTICLE II. AUTHORITY

The Company is organized pursuant to the provisions of the Georgia Limited Liability Act, as amended. The Company recognizes the sovereignty of God and the Lordship of Jesus Christ in all things. The Company shall be governed according to its the religious beliefs in accordance with the Holy Bible. The Company recognizes God’s ordination of the civil authority and the legitimate laws in support thereof. The Company shall uphold the laws of the civil authority provided said laws are not in conflict with its religious beliefs protected by the First Amendment, in accordance with its governing documents.

ARTICLE III. PURPOSE

The Company is organized to aid the Sole Member (Passion, Inc.) in its religious, religious charitable, and religious educational purposes, namely to facilitate the development, publication and dissemination of resources and information aimed at furthering the spread of the Gospel of Jesus Christ, as well as to accomplish such other of the Sole Member's exempt purposes as it deems expedient. Subject to the foregoing and any other restrictions in these Articles of Organization, the Company may engage in any lawful business activity for which limited liability companies may be organized, and any activity in which limited liability companies are not prohibited, under the Georgia Limited Liability Company Act and other Georgia laws, whether or not such activities are considered taxable in nature or a related business enterprise for tax purposes.

ARTICLE IV. DURATION

The Company shall have perpetual duration.

ARTICLE V. MANAGEMENT OF THE COMPANY

Section 1. Manager-Managed Company. The Limited Liability Company is to be managed by its manager(s) and is, therefore, a manager – managed company.

Section 2. Number of Managers; Appointment and Removal. The Company shall have one or more managers as determined by the Sole Member, and all managers shall be appointed and removed by the Sole Member. Currently, there is one manager, but the number may be increased, or thereafter decreased, by resolution of the Sole Member.

Section 3. Powers. The manager(s) shall govern the Company, and shall have all the rights and powers of managers under the laws of the State of Georgia and of the United States, as well as such other rights and authority as granted herein and in the Operating Agreement. Such rights and

powers shall include, but not be limited to, adopting and amending other Company governing documents in any way not inconsistent with the Articles of Organization, the Operating Agreement, the laws of the State of Georgia, or the laws of the United States. The manager(s) may create offices and appoint persons to serve as officers to take any action and execute any documents that could be taken or executed by the manager(s), or those the manager(s) duly authorize, on behalf of the Company.

Section 4. Powers Reserved to the Sole Member. Notwithstanding anything herein to the contrary, the powers to adopt and amend these Articles of Organization and the Operating Agreement of the Company are reserved exclusively to the Sole Member.

ARTICLE VI. SOLE MEMBER

The Company's Sole Member shall be PASSION, INC. (TIN 47-4786195), a Georgia nonprofit corporation that is organized and operated as an association of churches as described in Section 170(b)(1)(A)(i) of the Internal Revenue Code, tax exempt under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII. POWERS

Section 1. General. The Company shall have all the rights and powers customary and proper for tax-exempt nonprofit organization.

Section 2. Restrictions. Subject to Article II, but notwithstanding any other provisions of these Articles of Organization, the Company shall not carry on any activities not permitted to be carried on by taxable subsidiary of an entity exempt from federal income tax under IRC Section 501(c)(3), or by an entity to which contributions are deductible under IRC Sections 170(b)(1)(A)

or (B) and 170(c)(2).

Section 3. Charitable Trusteeship, Etc. The Company shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE VIII. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the Company may inure to the benefit of, or be distributable to, its members, managers, trustees, officers, or other private persons, other than any entity qualified as exempt from federal income tax under Section 501(c)(3) of the Code; except that the Company is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 2. Substantial Lobbying and Political Campaigning Restrictions. To the extent prohibited by applicable law, but subject to the protections of the First Amendment of the U.S. Constitution and other laws guaranteeing free exercise of religion and freedom of speech, no substantial part of the activities of this Company shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (within the meaning of Section 501(c)(3) of the Internal Revenue Code), nor shall this Company 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 the foregoing, to the extent it is eligible to do so under applicable law, the Company may make the election provided in Section 501(h) of the Internal Revenue Code.

Section 3. Irrevocable Dedication. The income and assets of the Company are irrevocably dedicated to its exclusive purposes.

ARTICLE IX. DISSOLUTION

Section 1. Dissolution. The Sole Member may cause the Company to cease activities, dissolve and liquidate.

Section 2. Liquidation. Upon the dissolution of the Company, the manager(s) shall pay or make provision for the payment of all of the liabilities of the Company from the Company's remaining funds, and shall thereafter dispose of all of the assets of the Company exclusively to the Sole Member, or if the Sole Member declines to accept such assets, (i) exclusively for one or more exempt purposes within the meaning of IRC Section 501(c)(3), in such manner as the Sole Member shall determine, (ii) or exclusively to such other organization or organizations organized and operated exclusively for religious, charitable, and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the Sole Member shall determine.

ARTICLE X. CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions. In the event that any member of the Company is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Organization, this Article X will apply and the Company must: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject any member of the Company to tax under Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes

specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting any member of the Company to tax under Section 4942 of the Internal Revenue Code; (3) not retain any “excess business holdings” (as defined in Section 4943(c) of the Internal Revenue Code) that would subject any member of the Company to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of any member of the Company (within the meaning of Section 4944 of the Internal Revenue Code) and thereby subject the member to tax under Section 4944 of the Internal Revenue Code; and (5) not make any “taxable expenditures” (as defined in Section 4945(d) of the Internal Revenue Code) that would subject any member of the Company to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition. Each reference in these Articles to a section of the Internal Revenue Code will be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE XI. REGISTERED AGENT, REGISTERED OFFICE
& PRINCIPAL OFFICE

Section 1. Registered Agent. The name and the Georgia street address of the current registered agent are:

Jonathan T. McCants
3414 Peachtree Road, NE
Suite 1150
Atlanta, Georgia 30326

Section 2. Principal Office. The mailing address of the current principal office of the Company is P.O. Box 14145, Atlanta, Georgia 30324.

ARTICLE XII. STATEMENT OF FAITH

The Company subscribes to the understanding of particular doctrinal matters as set forth in its “Statement of Faith,” which is the Statement of Faith adopted and revised, from time to time, by its Sole Member, Passion, Inc., as provided for in the Company’s Operating Agreement. Any manager who can no longer affirm, in good conscience, the Company’s Statement of Faith shall promptly submit his or her resignation as a manager and is subject to disqualification as a manager by the Sole Member.

ARTICLE XIII. LIMITATION OF LIABILITY


Section 1. Limitation. Any member, manager, or officer of the Company shall not be personally liable to the Company or its Sole Member for monetary damages for any breach of his or her duty of care or other duty as such member, manager, or officer, to the fullest extent allowable under Georgia law, provided that this limitation shall not apply regarding any intentional misconduct or knowing violation of law by such Person or from any transaction in violation or breach of any provision of this Agreement for which the Person received a personal benefit. For purposes of this Article XIII, “officer” shall mean only those individuals holding offices designated pursuant to the Operating Agreement.

Section 2. Repeal or Modification. Any repeal or modification of the provisions of this Article XIII shall be prospective only, and shall not adversely affect any limitation on the personal liability of any member, manager, or officer of the Company with respect to any act or omission occurring prior to the effective date of such repeal or modification. In the event of any amendment of the Official Code of Georgia to authorize the further elimination or limitation of liability of any

member, manager, or officer, then the liability of such person shall be limited to the fullest extent permitted by said amendment, in addition to the limitation on personal liability provided herein.

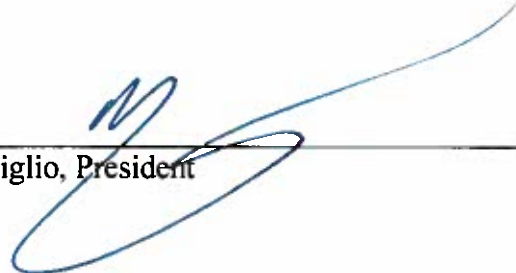
Section 3. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned manager executes these Articles of Organization on this, the 29 day of November, 2018.



Shelley Giglio, Manager

CONSENTED TO BY THE SOLE MEMBER, PASSION, INC.
(F/K/A PASSION MINISTRIES INTERNATIONAL, INC.)



Louie Giglio, President



Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

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Atlanta, Georgia 30334
(404) 656-2817
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Secretary of State
Filing Date: 11/30/2018 3:46:37 PM

**TRANSMITTAL INFORMATION FORM
RESTATEMENT**

1. **PASSION PUBLISHING, LLC**

Entity Name

15080452

Entity Control No.

2. **Bird, Loechl, Brittain & McCants, LLC**

Name of Person Filing Restatement

3414 Peachtree Road NE , Suite 1150

Address

Atlanta

City

GA

State

30326

Zip Code

3. Submitted with this filing is a filing fee of \$20.00 payable to "Secretary of State". Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Jonathan McCants

Signature of Authorized Person