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BUSH ROSS, P.A.

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Amended & Restated DC

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
LIFEPOINT COMMUNITY CHURCH, OF TAMPA BAY, INC.**

LIFEPOINT COMMUNITY CHURCH, OF TAMPA BAY, INC., a Florida Nonprofit Corporation (hereinafter referred to as the "Corporation"), pursuant to the provisions of the Florida Not For Profit Corporation Act (the "Act"), hereby adopts the following Amended and Restated Articles of Incorporation for the Corporation. Each amendment has been effected in conformity with the provisions of the Act.

The Corporation's original Articles of Incorporation and all subsequent amendments thereto, are hereby deleted in their entirety and amended and restated as follows:

**"ARTICLE 1
NAME**

The name of the Corporation is LifePoint Community Church of Tampa Bay, Inc.

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

**ARTICLE 3
DURATION**

The period of the Corporation's duration is perpetual, notwithstanding subsequent action by the Board of Directors.

**ARTICLE 4
PURPOSES**

The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(o)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities

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would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To spread the Gospel of Jesus Christ and the worship of God among its attendants and practice the Christian virtues inculcated in the Holy Scriptures by any and all means possible.

(c) To pray for the needs of people and nations across the globe and to bring Christians from all over the world and from any denomination to be involved in a prayer network, constantly seeking God for peace, revival and prosperity of nations.

(d) To ordain, employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere.

(e) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.

(f) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

(g) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation.

ARTICLE 5 POWERS AND RESTRICTIONS

Except as otherwise provided in these Articles, and in order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) The Corporation shall not pay dividends, and no part of the Corporation's income shall inure to the benefit of or be distributable to its directors, officer, members or other private persons, except

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that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, nor shall the Corporation take any action inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

(b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, it shall: (i) distribute its income for such taxable year at such time and in such manner prescribed, or shall comply with regulations controlling the private foundation taxation under Section 4942 of the Internal Revenue Code of 1986, as amended; (ii) avoid any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended; (iii) avoid any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended; (iv) avoid investments subjecting the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended; and (v) avoid taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 6 MEMBERSHIP

The Corporation shall have one class of membership, and they shall have only such rights as set forth in Bylaws.

ARTICLE 7 REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1517 Firewheel Drive, Wesley Chapel, Florida 33543-6560. The name of the registered agent at this office is Richard B. White.

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**ARTICLE 8
BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the board of directors (the "Board of Directors") of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors shall consist of at least three (3) persons. The number of directors may be increased or decreased by amendment of the Bylaws. The number of directors may not be decreased to less than three. Directors need not be residents of Florida.

The names and addresses of the members of the Board and the office which they will respectively hold until their successors are elected and qualified are as follows:

<u>Name of Director</u>	<u>Street Address</u>
Richard B. White President, Director	19046 Bruce B. Downs Boulevard #312 Tampa, Florida 33647
Don Hayes, Director	19046 Bruce B. Downs Boulevard #312 Tampa, Florida 33647
James D. Johnson, Director	19046 Bruce B. Downs Boulevard #312 Tampa, Florida 33647
Tim Crum Vice President, Treasurer & Director	19046 Bruce b. Downs Boulevard #312 Tampa, Florida 33647

**ARTICLE 9
LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

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**ARTICLE 10
INDEMNIFICATION**

To the extent provided in the Bylaws, the Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing indemnification.

**ARTICLE 11
CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**ARTICLE 12
ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of directors or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by fewer than all of the members, directors, or committee members is not effective to take the intended action unless consents signed by the required number of persons are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

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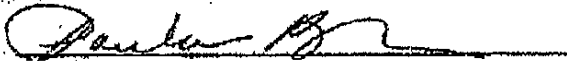
**ARTICLE 13
DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Board of Directors of the Corporation that is exempt from taxes under Internal Revenue Code Section 501(c)(3), or the corresponding provision of any future tax law of the United States.

**ARTICLE 14
AMENDMENT**

These Articles may not be amended in any way without the prior written consent of two-thirds (2/3) majority of the members of the Board of Directors, as provided in the Bylaws."

IN WITNESS HEREOF, the undersigned, being the Secretary of this Corporation, hereby acknowledges that these Amended and Restated Articles of Incorporation, as set forth in full above, were approved and adopted at a meeting of the members of the Corporation on March 7, 2007, and the number of votes cast in favor of the Amendment were sufficient for approval.


Paula Blair, Secretary

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ACKNOWLEDGMENT

I accept my appointment as Registered Agent of the above-named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


Richard B. White, Registered Agent

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