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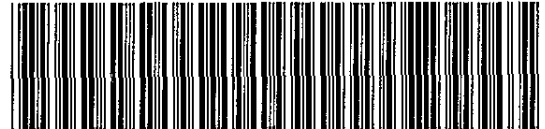
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STRAYHORN & STRAYHORN, P.L.

A Professional Limited Liability Company
2125 First Street, Suite 200 • Fort Myers, Florida 33901

Guy M. Strayhorn (1889-1981)
Norwood R. Strayhorn (1911-1982)
Guy R. Strayhorn
E. Bruce Strayhorn, P.L.
Richard W. Pringle, P.A.

Reply to:
Richard W. Pringle
P. O. Box 1545
Fort Myers, FL 33902-1545

Telephone: 239/332-4717
Facsimile: 239/332-4718

E-Mail: Richard@strayhornlaw.com

November 18, 2003

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Zoeller Motorsports Ministries, Inc. – (Non-Profit) Articles of Amendment

Dear Sir or Madam:

Enclosed please find the Articles of Amendment that were previously sent along with the Reinstatement paperwork. The reinstatement was performed; however, the Articles were apparently misplaced at your office and never filed. All money was previously sent, therefore there is a credit of the fees of \$35.00 for filing the amendment and \$8.75 for a certificate of status that you already have.

Please mail the documents back to me as soon as possible to P.O. Box 1545, Fort Myers, FL 33902. Please feel free to contact me if you have any questions. Thank you for your assistance.

Sincerely,



Sherry Danford
Assistant to Richard W. Pringle

Enclosures
#2003582

03 NOV 21 PM 4: 08
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF**

**ZOELLER MOTORSPORTS MINISTRIES, INC.
(A Corporation Not-For-Profit)**

FILED
03 NOV 24 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, this Florida not-for-profit Corporation hereby amends its Articles of Incorporation.

The original Articles of Incorporation for Zoeller Motorsports Ministries, Inc. shall be deleted in their entirety and shall be amended as follows:

**ARTICLE I
NAME**

The name of the corporation shall be ZOELLER MINISTRIES, INC.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation is:

Zoeller Ministries, Inc.
4631-105 S.E. 5th Avenue
Cape Coral, Florida 33904.

**ARTICLE III
DURATION**

This corporation shall have a perpetual duration or until dissolved in a manner provided by law.

ARTICLE IV PURPOSE

This corporation is organized and shall be operated exclusively for charitable, religious and educational activities and for other charitable purposes within the meanings of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the Code), including the distribution of its funds for charitable, religious and educational purposes to organizations which qualify as tax exempt organizations under the Code. Within the limitations established by the preceding sentence, this corporation is organized and shall be operated primarily for the purpose of spreading the Gospel of Jesus Christ throughout the motorsports/racing industry, ministering to participants in the motorsports/racing industry, ministering to children's needs through motorsports/racing, generating Christian books, attending evangelistic/ministerial speaking engagements, and, to do any and all things permitted by law to be done by corporations not-for-profit under Chapter 617 of the Florida Statutes and under the above referenced section of the Code.

This 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.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise shall inure to the benefit of any private person or individual or member or director of this corporation. On liquidation or dissolution, all properties and assets remaining after paying or providing for all debts or obligations shall be distributed and paid over to a foundation or corporation organized and operated for charitable or religious purposes designated by the Board of Directors which shall at the time qualify as a tax exempt organization under Section 501(c)(3) of the Code. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

ARTICLE V MEMBERSHIP

The sole class of members of this corporation shall be its directors. The members of this corporation shall have no right, title or interest in its income, property, or assets nor shall any portion of its income, property or assets be distributed to any member upon the dissolution or winding up of the corporation. Members 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. The members of this corporation shall not have separate membership voting rights and all voting rights shall be vested in the Board of Directors of this corporation.

ARTICLE VI BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled and its affairs conducted by the Board of Directors of this corporation. The number of the Directors of the Board shall be ten (10) initially and shall never be less than three (3). The bylaws of this corporation shall specify the qualifications, term of office, method of election, powers, authority and duties of the Board of Directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the expressed provisions of these articles of incorporation. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all of the members of the Board, individually or collectively, consent in writing to the action. Written consent(s) shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same action and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of this corporation authorizes the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and addresses of the persons who are to serve as the initial directors are:

Mr. Robert R. Bonn
2411 W. Pintura Court A.
Peoria, IL 61614

Mr. Thomas L. Carnahan
6667 Plantation Pines Blvd.
Fort Myers, Fl 33912

Rev. Doris Jean Davis
453 Washington Court
Fort Myers Beach, Fl 33931

Mr. Raymond N. Earley
950 Moody Road #120
North Fort Myers, Fl 33903

Rev. Steven Michael Grant
2439 McGregor Blvd.
Fort Myers, Fl 33901

Ms. DeAnne W. Sawyer
19001 Witts End
Alva, Fl 33920

Mr. Don E. Spiro
644 Nancy Branch Rd.
Somerset, KY 42501

Mr. Charles Edward Thaggard
1951A Collier Avenue
Fort Myers, Fl 33901

Chaplain Stephen Clark Zoeller
4631-105 S.E. 5th Avenue
Cape Coral, Fl 33904

Stephanie Lynn Zoeller
4631-105 S.E. 5th Avenue
Cape Coral, Fl 33904

ARTICLE VII OFFICERS

The Board of Directors shall elect the following officers: President, Vice President, Treasurer and Secretary and any other officers that the bylaws of this corporation authorize the Directors to elect. Initially, the officers shall be as follows:

President Mr. Stephen Clark Zoeller
 4631-105 S.E. 5th Avenue
 Cape Coral, Fl 33904

Vice President Rev. Steven Michael Grant
 2439 McGregor Blvd.
 Fort Myers, Fl 33901

Treasurer Mr. Thomas L. Carnahan
 6667 Plantation Pines Blvd.
 Fort Myers, Fl 33912

Secretary Mr. Charles Edward Thaggard
 1951A Collier Avenue
 Fort Myers, Fl 33901

ARTICLE VIII POWERS

The powers of this corporation are as provided under the Florida Not For Profit Corporation Act. Within these limitations, this corporation may: acquire and receive property of every kind by any legal means if whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise and whether in trust or otherwise; own, hold, manage, expend and make gifts, grants, contributions of, and convey, transfer and dispose of any property and income thereof to further any of the purposes of this corporation; and, lease, mortgage or encumber any corporate property.

ARTICLE IX NO PERSONAL LIABILITY

The officers, directors and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation, nor shall any property of any officer, director or member be subject to the payment of the debts or obligations of the corporation. Every officer, director and member of the corporation shall be indemnified by the corporation against all expenses and liabilities, including legal counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been an officer, director or member of the corporation, whether or not he or she is an officer, director or member at the time such expenses are incurred, except when the officer, director or member is adjudged guilty of willful misfeasance, malfeasance or nonfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such officer, director or member may be entitled.

ARTICLE X BYLAWS

The bylaws of this corporation shall be proposed by the Board of Directors and adopted by a majority vote of the Board of Directors. Amendments to the Bylaws shall be approved by a majority vote of the Board of Directors of this Corporation.

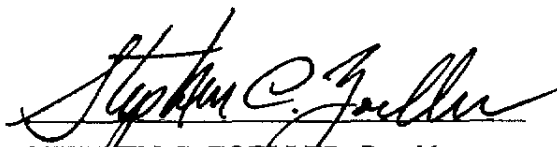
ARTICLE XI DISSOLUTION

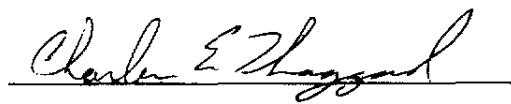
This corporation may be dissolved in accordance with the Laws of the State of Florida. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article, any remaining property shall be distributed to one or more organizations that are exempt from federal income taxation under Section 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or to the United States government, or to the State of Florida, or to any political subdivision or agency of the State for exclusively public purposes, all in such proportions as shall be determined: (i) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the State of Florida then in existence to be conducted under court supervision, or (ii) by a court of competent jurisdiction if the dissolution of this corporation is required by the Laws of the State of Florida then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary contained in this Article, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, conditions, or limitations, provided that such assets shall not be distributed to the corporation's members, directors or officers.

ARTICLE XII
REGISTERED AGENT

The name and address of the registered office of the corporation is 4631-105 S.E. 5th Avenue, City of Cape Coral, County of Lee, State of Florida 33904. The name of it's initial registered agent at that address is STEPHEN CLARK ZOELLER.

In witness whereof, the undersigned, as the current elected President and Secretary of ZOELLER MINISTRIES, INC., have executed these Articles of Amendment of the Articles of Incorporation of Zoeller Ministries, Inc. this ____ day of September, 2003, pursuant to the authority granted by a duly made and seconded motion to amend the Articles of Incorporation as provided herein above. The amendment was adopted by the members of the corporation on May 21, 2003.


STEPHEN C. ZOELLER, President


CHARLES EDWARD THAGGARD, Secretary

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Stephen Clarke Zoeller, an individual residing in the State of Florida, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:


Stephen Clarke Zoeller, Registered Agent