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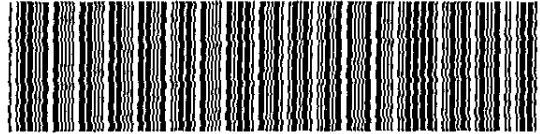
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Restated Articles

gm

12/23/03

J. THOMAS GURNEY (1901-1992)
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ATTORNEYS AND COUNSELORS AT LAW

December 11, 2003

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‡BOARD CERTIFIED CIVIL TRIAL LAW

OUR REFERENCE

990143 RSG:jmj

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

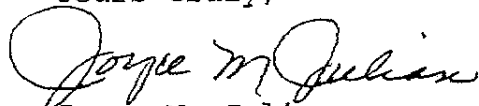
RE: The First Orlando Foundation, Inc.

Dear Sir/Madam:

Enclosed for filing are the Restated Articles of Incorporation of The First Orlando Foundation, Inc., and Certificate Pursuant to Section 617.1007, Florida Statutes.

Also enclosed is check #18255, in the amount of \$35.00 payable to the Secretary of State for the filing fee.

Yours truly,



Joyce M. Julian,
Secretary to Robert S. Green

Enclosure

FILED

RESTATED
ARTICLES OF INCORPORATION OF
THE FIRST ORLANDO FOUNDATION, INC.

03 DEC 15 PM 12:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, of the Florida Statutes, THE FIRST ORLANDO FOUNDATION, INC., a not-for-profit corporation, organized and existing under the laws of the State of Florida, adopts the following Restated Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of this corporation shall be THE FIRST ORLANDO FOUNDATION, INC. (hereinafter the "Foundation").

ARTICLE II

Address, Offices and Registered Agent

The street address of the principal office of this Foundation is 3000 South John Young Parkway, Orlando, Florida 32805-6691. The street address of the registered office of this Foundation is 3000 South John Young Parkway, Orlando, Florida 32805-6691. The name of the registered agent for the Foundation is Randall James. The address of the principal office of the Foundation may hereafter be at such place within or without the City of Orlando as may be convenient or desirable.

ARTICLE III

Powers, Objects and Purposes

This Foundation is organized exclusively for educational, religious and charitable purposes. The specific purposes for which the Foundation is organized are:

- (a) to assist in and contribute to the growth and development of the ministries and activities of The First Baptist Church of Orlando, Inc., including The First Academy, and other activities and ministries of the Church;
- (b) to provide financial assistance with tuition and other fees to those students of The First Academy who, through merit or need, are worthy of such assistance; and
- (c) to solicit gifts and bequests and to administer funds received in connection with the purposes of the Foundation.

This Foundation is organized exclusively for charitable and philanthropic purposes, including the specific object and purpose of providing monetary contributions to a qualified organization, The First Baptist Church of Orlando, Inc. (The First Baptist Church of Orlando, Inc., is a Florida non-profit corporation, that is itself tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.)

This Foundation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Foundation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and provided further that this Foundation shall not carry on any other activities 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 1986 or the corresponding provisions of any future United States Internal Revenue Law, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

Membership

The sole voting member and the sole member of the Foundation shall be The First Baptist Church of Orlando, Inc.

ARTICLE V

Term

This Foundation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

Directors

Section 1. The number of Directors constituting the Board shall be as provided in the Bylaws of the Foundation; provided, however, that there shall never be less than three (3) Directors.

Section 2. Directors shall have such qualifications as may be required by the Bylaws of the Foundation. The manner of the selection and the manner of the discharge of the Directors of the Foundation shall be as provided in the Bylaws of the Foundation.

ARTICLE VII

Non-Profit Status and Dissolution

Section 1. No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its Directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered to the Foundation or on its behalf and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Section 2. In the event of dissolution, the residual assets of the Foundation will be turned over to The First Baptist Church of Orlando, Inc., a Florida non-profit corporation, and if The First Baptist Church of Orlando, Inc., has ceased to exist as an incorporated entity, then to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any future law, or to the federal, state, or local government for exclusive public purpose.

ARTICLE VIII

Bylaws

The Bylaws of the Foundation shall be adopted and may be altered, amended, repealed or supplemented only by the voting member, The First Baptist Church of Orlando, Inc.

ARTICLE IX

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by the voting member in accordance with the procedure provided by Chapter 617, Florida Statutes.

ARTICLE X

Commencement of Foundation's Corporate Existence

The corporate existence of this Foundation commenced on May 17, 1989.

IN WITNESS WHEREOF, the Chairman and Vice Chairman of the corporation have executed these Restated Articles of Incorporation this 24 day of November, 2003.

THE FIRST ORLANDO FOUNDATION, INC.

By:

John Griswold
John Griswold, Chairman

Jimmy Williams
Jimmy Williams, Vice Chairman

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of November, 2003, by JOHN GRISWOLD, Chairman of THE FIRST ORLANDO FOUNDATION, INC., a Florida non-profit corporation, who is personally know to me or who has presented _____ as identification.

Christine G Martin
Print Name: _____

Notary Public - State of Florida
My commission expires:



Christine G Martin
My Commission DD011602
Expires March 26, 2006

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 24th day of November, 2003, by JIMMY WILLIAMS, Vice Chairman of THE FIRST ORLANDO FOUNDATION, INC., a Florida non-profit corporation, who is personally known to me or who has presented _____ as identification.

Christine G Martin

Print Name: _____
Notary Public - State of Florida
My commission expires:



Christine G Martin
My Commission DD011602
Expires March 25, 2005

CERTIFICATE PURSUANT TO SECTION 617.1007,
FLORIDA STATUTES

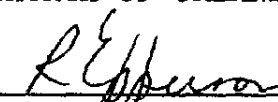
THE UNDERSIGNED certify as follows:

1. The Restated Articles of Incorporation of The First Orlando Foundation, Inc., dated November 24, 2003, contain amendments requiring approval by its sole member, The First Baptist Church of Orlando, Inc. (the "Church").

2. Said amendments and Restated Articles of Incorporation were approved by the Board of Trustees of the Church at a duly constituted meeting held on September 28, 2003, and by the Church SITTING IN CONFERENCE on October 5, 2003.

IN WITNESS WHEREOF, the undersigned officers of the Board of Trustees of the Church have executed this Certificate this 24th day of NOVEMBER, 2003.

x 
Name: Mike Sharp
President _____, Board of
Trustees of THE FIRST BAPTIST
CHURCH OF ORLANDO, INC.


Bob Epperson,
Assistant Secretary, Board of
Trustees of THE FIRST BAPTIST
CHURCH OF ORLANDO, INC.