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September 13, 2010

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

via UPS 2-day Air

***Re: Amended and Restated Articles of Incorporation of  
Ministerio Internacional El Rey Jesus, Inc.***

Ladies and Gentlemen:

We represent the directors and officers of Ministerio Internacional El Rey Jesus, Inc. ("ERJ"), a Florida not for profit corporation, organized and operated as a Miami based church. ERJ currently possesses an IRS determination letter approving it as a tax exempt religious and charitable organization pursuant to Internal Revenue Code Section 501(c)(3). A copy of ERJ's IRS determination letter is enclosed, and the determination letter enables ERJ to qualify for the various statutory exemptions provided by Section 617.2103 of the Florida Not for Profit Corporation Act ("Act").

The Board of Directors of ERJ has resolved unanimously to amend and restate ERJ's articles of incorporation pursuant to Sections 617.1001 and 617.1007 of the Act. Accordingly, the original and two (2) additional copies of ERJ's signed Amended and Restated Articles of Incorporation are enclosed and submitted for filing with the Division of Corporations. We also include a check in the amount of \$35, payable to the Division of Corporations, to pay the required filing fee for the amended and restated articles.

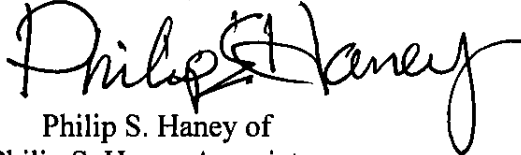
We request that your office return to the attention of the undersigned the file-stamped documents that reflect approval and filing of the amended and restated articles, including the original and two (2) copies of the filed documents. For such purpose, we enclose a self-addressed, postage prepaid envelope.

Page 2 of 2  
13 September 2010

For any questions, you may have about this matter, you are encouraged to contact the undersigned at your convenience.

Thank you for the benefit of the professional courtesies of the Division of Corporations.

Very truly yours,

A handwritten signature in black ink that reads "Philip S. Haney". The signature is written in a cursive style with a large, prominent initial "P".

Philip S. Haney of  
Philip S. Haney Associates

pcs: Donnie Langehennig  
Deliana Rojas-Muñoz

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
MINISTERIO INTERNACIONAL EL REY JESUS, INC.

FILED

2010 SEP 15 PM 12:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED**

**ARTICLES OF INCORPORATION**

**of**

**MINISTERIO INTERNACIONAL EL REY JESUS, INC.**

Pursuant to the provisions of Sections 617.1007 and 617.1001 of the Florida Not For Profit Corporation Act, the undersigned Corporation formed under Articles of Incorporation filed June 23, 1995, amended May 16, 1996, and April 1, 2002, pursuant to a resolution duly adopted by its Board of Directors, hereby amends its Articles of Incorporation and further restates the same as follows:

**ARTICLE 1: CORPORATE NAME AND ADDRESS**

The name and address of the Corporation shall be **MINISTERIO INTERNACIONAL EL REY JESUS, INC.**, and its address shall be 14100 S. W. 144<sup>th</sup> Avenue, Miami, Florida 33186, or such other address as shall be described in the Corporation's bylaws or by the Corporation's filings with the Florida Department of State.

**ARTICLE 2: CORPORATE PURPOSE**

The Corporation is organized exclusively for religious, charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the

corresponding provision of any future United States internal revenue law. More specifically, the Corporation is organized to:

- i. Organize and operate a church and related ministries.
- ii. Disseminate the Gospel of Jesus Christ and the Word of God, to the end that the *people of God may be conformed to the image of Jesus Christ.*
- iii. Bring both families of believers and individual believers in the Lord Jesus Christ together in personal fellowship, in the temple, through cell groups in the homes, and in other venues.
- iv. Regularly assemble together the members of the Corporation church for fellowship one with another and to worship God in spirit and in truth; and to cooperate in the assembling of the whole body of Christ.
- v. Provide basic New Testament discipleship to all members.
- vi. Involve every member of the Corporation church in its fellowship and activities and in the move of the Holy Spirit.
- vii. *Solve family and marital problems so that the home life of each member is healthy and fruitful by Biblical standards.*
- viii. Baptize in water; to anoint the sick with oil; to marry; to dedicate infants; to celebrate the Lord's Supper; and to bury the dead.
- ix. Act with charitable concern for, and to help, not only all members of the Corporation church, but also all men and women in need of any help which the Corporation church can give, regardless of race, social position, or religious affiliation; to develop and carry out programs of social action for poor, widowed, orphaned, afflicted, imprisoned, underprivileged, or aged persons, both within and without the church.

- x. Support and encourage communication and extension of the Christian life and witness by sound and comprehensive preaching and teaching of the Holy Bible and of the Gospel of the Lord Jesus Christ to all men and women, both within this fellowship and elsewhere, not only by conventional modes, but also by all means which will accomplish such communication, extension, teaching and preaching, including but not limited to media of communication developed by modern technology; and in aid of such communication, extension, preaching and teaching, but not for private profit; to sponsor, participate in, conduct or engage in radio broadcasting, television broadcasting, the printing or reproducing and publication of recordings, books, and other materials, the establishment and operation of a school or schools, and the holding and conducting of seminars, study groups, workshops and meetings, by either resident or traveling evangelists, teachers, or other elders; to receive offerings for such purposes; and to grant aid and pay reasonable compensation for services actually rendered, to persons, firms, and corporations for such purposes.
- xi. Recognize, support and cooperate with the various ministries established by God to equip believers to fulfill their respective functions as members of the Body of Christ and to bring the whole body of Christ to maturity and completion.
- xii. Ordain ministers; to assist in the establishment and maintenance of other Churches; and to send forth missionaries for the establishment and upbuilding of other Churches, both domestic and foreign.
- xiii. Make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

### **ARTICLE 3: CORPORATE POWERS; RESTRICTIONS**

The Corporation shall possess all powers granted corporations not for profit under the laws of the state of Florida, and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall pertain:

- 3.01** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.
  
- 3.02** 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
  
- 3.03** Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, or the corresponding provision of any future United States internal revenue law, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and regulations, or by a corporation organized under the Florida Statutes, Chapter 617.

#### **ARTICLE 4: DURATION OF CORPORATE EXISTENCE**

The Corporation shall have perpetual existence, unless terminated by due process of law.

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## **ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation as a Florida not for profit corporation, and after arrangements for the payment of all of the Corporation's liabilities are made, the Corporation's remaining assets shall be distributed for one or more religious or charitable purposes, or to one or more religious or charitable organizations, at the discretion of and upon the designation by the Senior Pastor/President, so long as any such use or purpose, or designated entity, qualifies as tax exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

In the event of the failure of the Senior Pastor/President to designate the uses, purposes or religious or charitable designee of such assets at the time of the dissolution of the Corporation, the Board of Directors shall determine such use, purpose or religious/charitable designee to receive such assets.

In the event that any of the Corporation's assets are not disposed of by the Senior Pastor/President or Board of Directors at the time of dissolution of the Corporation, any such remaining assets shall be distributed to state, local or federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal worship facility of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE 6: MEMBERS**



The Corporation shall have no voting members.

#### **ARTICLE 7: MANAGEMENT**

The corporate, business and secular affairs of the Corporation shall be managed by a Board of Directors who shall serve without director compensation. The board shall have the authority to set the exact number of board members as may be required from time to time. The Board of Directors may be increased or decreased as provided in the bylaws, but in no event shall the number of directors be less than three. In all events the board's membership shall include the person serving as the Senior Pastor of the Corporation church and President of the Corporation, and such person shall additionally serve as the Chairman of the Board of Directors.

Directors shall be removed in accordance with the procedure provided in the bylaws.

#### **ARTICLE 8: ACCEPTANCE OF GIFTS**

The officers or directors of the Corporation may accept on its behalf any contribution, gift or devise consistent with the general purposes of the Corporation. The Corporation at all times reserves all rights over, interest in and control of such contributions with full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2.

#### **ARTICLE 9: BYLAWS**

The bylaws of the Corporation shall be as adopted by the Board of Directors from time to time.

#### **ARTICLE 10: INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS**

The Corporation shall defend, indemnify and hold harmless its officers, directors and other persons in accordance with specific provisions set forth in the bylaws.

#### **ARTICLE 11: AMENDEMENTS TO BYLAWS AND ARTICLES OF INCORPORATION**

**11.01** The Articles of Incorporation of the Corporation may be amended by two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the Board or by all directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted; and in all instances, the written concurrence of the Senior Pastor of the Corporation church and President of the Corporation shall be required for any such action; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing to each member of the Corporation at least fourteen (14) days prior to the meeting at which such Amendment of the Articles of Incorporation is to be voted upon.

**11.02** The bylaws of the Corporation may be amended or repealed by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting of the board, or by all directors signing a written statement manifesting their intention that the bylaws be altered, amended, or repealed; and in all instances, the written concurrence of the Senior Pastor of the Corporation church and President of the Corporation shall be required for any such action; provided, however, in the event of any meeting, notice thereof, which shall

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include the text of the proposed change to the bylaws, shall be furnished in writing to each director of the Corporation, at least fourteen (14) days prior to the meeting at which such bylaws alteration shall be voted upon.

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The foregoing restated Articles of Incorporation restate, integrate and amend in accordance with Sections 617.1007 and 617.1001 the provisions of the Corporation's Articles of Incorporation as theretofore amended, and with the exception of new amendments included herein and omitted matters of historical significance only, there is no discrepancy between these provisions and the provisions of the restated Articles of Incorporation.

DATED this 8th day of September, 2010

**MINISTERIO INTERNACIONAL EL REY JESUS, INC.**

a not-for-profit corporation

By: Guillermo Maldonado .

Guillermo Maldonado

President, Apostle,

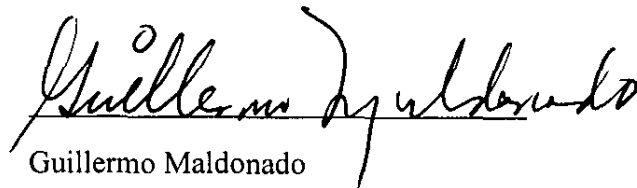
Senior Pastor, Chairman

**CERTIFICATE**

There were no members or members entitled to vote on the amendments. The amendments were adopted by the Board of Directors.

DATED this 8th day of September, 2010

By:



Guillermo Maldonado

President, Apostle,

Senior Pastor, Chairman