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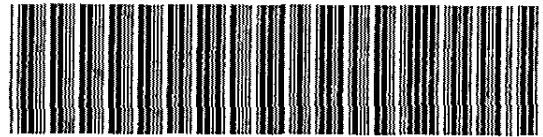
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

Amend.
Q. Certificate SEP 24 2004

TRANSMITAL LETTER

August 21, 2004

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

Subject: Faith & Power Worship Center, Inc.

Enclosed is an original and one (1) copy of the organizations Articles of Incorporation and a check for \$ 87.50 for filling fee, certified copy and certificate.

**From: Faith & Power Worship Center, Inc.
6706 Pomeroy Circle
Orlando, FL. 32810**



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 8, 2004

FAITH AND POWER WORSHIP CENTER, INC.
6706 POMEROY CIR.
ORLANDO, FL 32810

SUBJECT: FAITH AND POWER WORSHIP CENTER, INC.
Ref. Number: N99000004748

We have received your document for FAITH AND POWER WORSHIP CENTER, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 304A00053807

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FAITH AND POWER WORSHIP CENTER, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment of its articles of incorporation. The following amendment(s) have been adopted.

ARTICLE ONE

The name of said corporation is FAITH AND POWER WORSHIP CENTER, Inc., and its duration is perpetual.

ARTICLE TWO

The place in Florida where the physical address of the corporation is located, is at 1045 W. Orange Blossom Trail, Apopka, FL 32713. The mailing address of the corporation is PO Box 162616, Altamonte Springs, FL. 32716. The registered Agent is Matthew J. Shaw, Sr. Pastor.

ARTICLE THREE

This organization(s) is organized and operated exclusively for exempt purposes within the meaning of section 501 C (3) of the Internal Revenue Code of 1954, as amended including the following purposes:

1. Faith and Power Worship Center, Inc.

- (a) Religious
- (b) To establish Churches by the direction of God and under the leadership of the Holy Spirit in accordance with all commandments and provisions as set forth in the Holy Bible.
- (c) To hold itself out for the purpose of supporting, nurturing and assisting those in need of spiritual growth through efforts of other agencies, churches, ministries.

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

- (d) Through this ministry, the said corporation will minister to the faithful and to those who have not known Christ as savior of all the world.
- (e) To promote through this ministry, encouragement and cooperation with other organizations ministering within the community.
- (f) To teach through seminars, radio and other forms of mass media: for the purpose of assisting those in need with spiritual growth & educational programming..
- (g) To acquire and hold such properties, either real or personal, for the purpose of establishing this ministry, as may be necessary through the ownership of God.
- (h) To establish and operate Churches, Bookstores, Technical Schools, Radio Stations, TV Stations, Audio-Visual corporations and or any other Religious, Educational and Community Faith Based Outreach establishments.

2. Men to Men, Ministries.

- (i) Religious
- (j) To establish a Ministry by the direction of God and under the leadership of the Holy Spirit in accordance with all commandments and provisions as set forth in the Holy Bible.
- (k) To hold itself out for the purpose of communicating, supporting, nurturing and assisting men in need of spiritual growth through programming and efforts of other agencies, churches, ministries and the private business sector and communities at large.
- (l) Through this Ministry, the said corporation will minister to the faithful and to those who have not known Christ as savior of all the world.
- (m) To promote through this ministry, encouragement and cooperation with other organizations ministering within Orange, Seminole, Osceola counties, State of Florida, United States of America and Global Community.
- (n) To teach through programming, seminars, radio and other forms of mass media: For the purpose of assisting men in need with spiritual growth and educational programming.
- (o) To acquire and hold such properties, either real or personal, for the purpose of establishing this ministry, as may be necessary through the ownership of God.

To establish and operate a Radio Station(s) Network, Bookstores, Technical Schools, TV Stations, Audio-Visual corporations, Production & Broadcasting Studios, Land, Communication Towers & Cites and or any other Religious, Educational and Community Outreach establishments.

3. Women of Excellence, Ministries.

(p) Religious

- (q) To establish a Ministry by the direction of God and under the leadership of the Holy Spirit in accordance with all commandments and provisions as set forth in the Holy Bible.
- (r) To hold itself out for the purpose of communicating, supporting, nurturing and assisting women in need of spiritual and educational growth through programming and efforts of other agencies, churches, ministries and the private business sector and communities at large.
- (s) Through this Ministry, the said corporation will minister to the faithful and to those who have not known Christ as savior of all the world.
- (t) To promote through this ministry, encouragement and cooperation with other organizations ministering within Orange, Seminole, Osceola counties, State of Florida, United States of America and Global Community.
- (u) To teach through media programming, seminars, radio, television and other forms of mass media: For the purpose of assisting women in need with spiritual and educational growth.
- (v) To acquire and hold such properties, either real or personal, for the purpose of establishing this ministry, as may be necessary through the ownership of God.

To establish and operate a Audio-Visual Media Network, Bookstores, Technical Schools, Radio Stations, TV Stations, Production & Broadcasting Studios, Land, Communication Towers & Cites and or any other Religious, Educational and Community Outreach establishments.

4. Matthew J. Shaw, Ministries

(w) Religious

- (x) To establish Christian TV Station(s) and or TV Channels by the direction of God and under the leadership of the Holy Spirit in accordance with all commandments and provisions as set forth in the Holy Bible.

- (y) To hold itself out for the purpose of communicating, supporting, nurturing and assisting those in need of spiritual growth through Television programming and efforts of other agencies, churches, ministries and the private business sector and communities at large.
- (z) Through this Television Station(s), the said corporation will minister to the faithful and to those who have not known Christ as savior of all the world.
- (aa) To promote through this ministry, encouragement and cooperation with other organizations ministering within Orange, Seminole, Osceola counties, State of Florida, United States of America and Global Community.
- (bb) To teach through Television programming, seminars, radio and other forms of mass media: For the purpose of assisting those in need with spiritual and educational growth.
- (cc) To acquire and hold such properties, either real or personal, for the purpose of establishing this ministry, as may be necessary through the ownership of God.

To establish and operate Television Station(s) and or TV Channels, Bookstores, Technical Schools, Radio Stations, Production & Broadcasting Studios, Land, Communication Towers & Cites and or any other Religious, Educational and Community Outreach establishments.

ARTICLE FOUR

The following persons serve said corporation as Officers, Trustees and incorporators.

- | | |
|--|--|
| 1. Matthew J. Shaw (Sr. Pastor)
President of Corporation | 6706 Pomeroy Circle
Orlando, FL. 32810 |
| 2. Pamela B. Shaw (Co-Pastor)
Vice President of Corporation | 6706 Pomeroy Circle
Orlando, FL. 32810 |
| 3. Jeffrey M. Shaw (Trustee)
Treasurer | 2331 Cimmaron Ash Way
Apopka, FL. 32703 |
| 4. Robert Barroso (Trustee) | 11725 Hatcher Circle
Orlando, FL. 32824 |

The term trustees and director shall be used synonymously for the purpose of the bylaws for this corporation.

ARTICLE FIVE

The private properties of the trustees and members of the corporation Shall be non-assessable and not be subject to payment of any corporate debts, nor shall the trustees or members of the corporation become individually or corporately liable or responsible for any debt or liabilities of the corporation. Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by:

- (1) corporation exempt from Federal Income Tax under section 501 C (3) of the Internal Revenue Code of 1954, (or the corresponding provisions of any future United States Internal Revenue Law).
 - (2) By corporation, Contributions to which are deductible under Section 170 (e) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
- a. The Board of Trustees may cause the corporation to solicit, collect, receive, accumulate, administer and disburse funds in such a manner as will, in the sole discretion of the Board of Trustees, to effectively operate further purposes of the corporation.
 - b. Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes or shall at the time qualify as an exempt organization(s) and a "public charity" under section 501 C (3) and 509 (a) (1) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), or to an organization contributions to which are deductible under section 170 (c) (2) of such code and regulations as they now exist or as they hereafter be amended, as the Board of Trustees shall determine. Such assets not so disposed of shall be disposed of by the highest trial court of the county in which the principal office of the corporation is located, exclusively for the purposes or to an organization(s) as said court shall determine, which are organized and operated exclusively for such purposes

ARTICLE SIX

This non-profit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE SEVEN

There shall be a Board of Trustees who shall consist of members of the organization who are at least twenty-one years of age or older, and shall be elected at the annual meeting. The Board of Trustees shall consist of a President who is presently Matthew J. Shaw, Sr. Pastor and Vice-president Pamela B. Shaw, Co-Pastor. Each Trustee shall serve until such time that the President and Vice President concur on any dissolution of their services. The president shall always be the Senior Pastor and the Vice-President the Co-Pastor. There shall be no limitation on terms of any of the Board of Trustees.

ARTICLE EIGHT

There shall be an annual business meeting in January in each and every year, subject to satisfaction of meeting date and the agenda as determined by the Presidents and Board of Trustees at least thirty days prior to the meeting. Only official members of the organization who are at least eighteen years of age or older and in good standing shall be entitled to vote at the annual business or organizational meetings. The President and Vice-President shall have sole power to appoint additional Pastors, Evangelist, Teachers, Prophets, Apostles, Ministers, Trustees and members into the organization and to remove names from the membership roll. The Board of Trustees shall assist in this process.

ARTICLE NINE

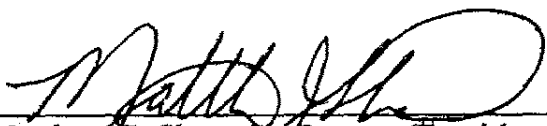
The President, Vice-president and Board of Trustees shall be empowered to call special meetings of the corporation whenever it is advisable according to their discretion and at least thirty days notice of such meeting and of their purpose shall be announced to all members of the corporation, and published in the organization newsletter. The President shall call a special organizational meeting upon written request of one-third of the members having power to vote, with notice such meeting announced to members of the organization and a notice shall be sent via US Mail or any other means of communication. This meeting shall be convened within thirty days after request is made to the President.

ARTICLE TEN

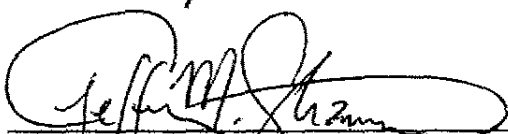
These Articles of Incorporation may be amended as necessary from time to time pursuant to the provisions of the laws of the State of Florida.

The above amendments to the Articles of Incorporation were adopted by the board of directors on July 31, 2004. There are no members or members entitled to vote on the amendment.

In WITNESS WHEREOF, we have signed these Articles of Amendment to the Articles of Incorporation of Faith and Power Worship Center, inc., and severally acknowledge same to be our act.


Matthew J. Shaw Sr. Pastor. (President)


Pamela B. Shaw Co-Pastor. (Vice-President)


Jeffrey M. Shaw, Trustee. (Treasurer)


Robert Barroso, Trustee

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Having been named as registered agent to accept service of process for the above stated corporation(s) at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in its capacity.


Matthew J. Shaw, Sr. Pastor (President)

8-3-04
Date: