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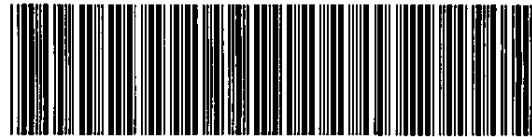
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Amor De Rest.
C.COULLETTE

JUL 14 2010

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Children of the World Ministries, Inc.

Name of Corporation

DOCUMENT NUMBER: NO1000007422

The enclosed ~~Articles of Correction~~ and fee are submitted for filing.

Amended and Restated Articles of Incorporation
Please return all correspondence concerning this matter to the following:

Merle H. Koontz

Name of Contact Person

Chambliss, Bahner & Stophel, P.C.

Firm/Company

1000 Tallan Building, Two Union Square

Address

Chattanooga, Tennessee 37402-2500

City/State and Zip Code

mkoontz@cbslawfirm.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Merle H. Koontz

Name of Contact Person

at (423) 321-0304

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☒ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CHILDREN OF THE WORLD MINISTRIES, INC.

Pursuant to the provisions of Chapter 617, Section 1007 of the Florida Not for Profit Corporation Act, the undersigned corporation adopts the following amended and restated Articles of Incorporation:

ARTICLE I.
NAME OF CORPORATION

The name of the corporation is CHILDREN OF THE WORLD MINISTRIES, INC.

ARTICLE II.
PRINCIPAL OFFICE

The street address of the corporation's principal office shall be 2731 Executive Park Drive, Suite 4, Weston, Florida, 33331.

ARTICLE III.
PURPOSES

The purposes for which the corporation is organized are the establishment and support of any religious, charitable, scientific, literary or educational activities, within the meaning of Section 501(c)(3) of the Internal Revenue Code, either directly or indirectly through its cooperation with public or private agencies having like purposes or objectives, including, but not limited to:

To do everything and anything reasonably and lawfully necessary, proper, suitable, or convenient for the achievement of the purposes above stated, or for any of them, or for the furtherance of the said purposes; and

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To solicit, collect, receive, accumulate, administer and disburse funds and property in such a manner as will, in the sole discretion of the board of directors, most effectively operate to further religious, charitable, scientific, literary or educational purposes, either directly or by contributions to any organization described in Section 501 (c)(3) of the Internal Revenue Code, with the exception of organizations testing for public safety; and

Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of such Code, so long as they may be in effect, excepting any such law which infringes upon any rights of the church protected by the Constitution of the United States, such as freedom of religion and freedom of speech.

ARTICLE IV. **BOARD OF DIRECTORS**

There shall be no fewer than three (3) directors of this corporation, the exact number of directors to be determined from time to time by the Board of Directors. The bylaws shall state the method of the election of directors and may provide that the directors be divided into two (2) or more classes for terms of office which may expire at different times.

ARTICLE V. **REGISTERED AGENT**

The complete address of the corporation's registered office in Florida shall be 2731 Executive Park Drive, Suite 4, Weston, Florida, 33331, in Broward County. The registered agent at that address is NRAI Services, Inc.

ARTICLE VI.
POWERS

As a means of accomplishing the purposes for which it is organized, the corporation shall have the rights and powers now or hereafter conferred upon nonprofit corporations by the laws of the State of Florida, including but not by way of limitation, those enumerated in Sections 617.0301 and 617.0302 of the Florida Statutes, and limited in certain respects as follows:

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

But if this corporation shall undertake to do any of the things hereinabove set forth in any state other than Florida, in the District of Columbia, in any territory, colony or dependency thereof, then as to such jurisdictions and to each of them, this corporation shall be deemed to have such powers insofar as such jurisdictions respectively permit such corporations within their several respective jurisdictions to execute such powers.

Notwithstanding any other provisions of this amended and restated charter, the corporation shall not carry on activities not permitted to be carried on (1) by a corporation exempt from Federal income tax as described in Section 501(c)(3) of the Internal Revenue Code of 1986 ("the Code") or corresponding sections of any prior or future Internal Revenue Code and (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding sections of any prior or future Internal Revenue Code.

ARTICLE VII.
INCORPORATOR

The original incorporator was Larry J. Anderson, 5038 North Socrum Loop Road, Lakeland, Florida 33809.

ARTICLE VIII.
MEMBERS

This corporation shall have no members.

ARTICLE IX.
LIMITED LIABILITY OF DIRECTORS

The personal liability of each director of the corporation for monetary damages for breach of fiduciary duty as a director shall be eliminated to the full extent permitted by Sections 617.0831 and 607.0831 of the Florida Statutes.

ARTICLE X.
INDEMNIFICATION

The corporation shall indemnify any individual who is a party to a proceeding because such individual is or was a member of the Board of Directors, or an officer of the corporation or an employee or agent of the corporation against any liability incurred in the proceeding and, prior to the disposition thereof, advance the reasonable expenses incurred by such individual to the extent permitted under Sections 617.0831 and 607.0850 of the Florida Statutes. The determination of entitlement to indemnification and advancement of expenses shall be made in accordance with Section 607.0850 of the Florida Statutes. Every reference herein to a member of the Board of Directors, officer, employee or agent of the corporation shall include every director, officer, employee and agent thereof and every former director, officer, employee and agent thereof. The right of indemnification herein provided shall be in addition to any and all rights to which any director, officer, employee or agent of the corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE XI.
OTHER PROVISIONS

This corporation shall enjoy and be subject to the benefits, privileges and immunities, restrictions, liabilities and obligations, as provided for nonprofit corporations generally by the

law of the land and which are held applicable to nonprofit corporations organized under the provisions of the Florida Not for Profit Corporation Act as amended or modified.

ARTICLE XII.
DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over 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 prior or future Internal Revenue Code.

ARTICLE XIII.
AMENDMENTS

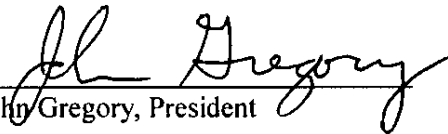
The provisions of this Amended and Restated Articles of Incorporation are subject to amendment as provided under the laws of the State of Florida provided that no provision shall be changed, modified or repealed in such a manner as to be inconsistent with the objects and purposes for which this corporation is formed.

ARTICLE XIV.
INTERNAL REVENUE CODE AND REGULATIONS

All references in this charter to the Internal Revenue Code shall include the Internal Revenue Code as it now exists, future amendments to the sections cited, and corresponding sections of future laws, together with all valid regulations thereunder.

This Amended and Restated Charter amends the articles of incorporation of the corporation which was granted by the Secretary of State of Florida on October 15, 2001. This Amended and Restated Articles of Incorporation was duly adopted by the members and the Board of Directors on July 6, 2010.

Executed July 13, 2010.


John Gregory, President