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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CHURCH GROWTH INVESTMENT FUND, INC.

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**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
CHURCH GROWTH INVESTMENT FUND, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

A. The name of the Corporation is Church Growth Investment Fund, Inc.

B. Amendments to the Articles of Incorporation were adopted on December 12, 2002, by the sole Member of the Corporation pursuant to Sections 617.1001, 617.1002 and 617.1007, Florida Statutes (2001), to amend Article V regarding the Board of Directors and to add new Articles X regarding Indemnification, XI regarding Bylaws and XII regarding Amendments, as follows:

"ARTICLE V

The Board of Directors shall consist of not less than three nor more than seven members, plus one ex-officio member, the President of the sole Member, who shall be without a vote. The method of election of the Board of Directors shall be as stated in the Bylaws."

"ARTICLE X

Directors, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law."

"ARTICLE XI

The Board of Directors shall adopt Bylaws for the Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments shall not become effective until approved by a majority vote of the Board of Directors of the sole Member."

"ARTICLE XII

The Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments shall not become effective until approved by a majority vote of the Board of Directors of the sole Member."

There are no other amendments to the Articles of Incorporation, except as stated above.

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C. The sole Member of the Corporation was entitled to vote on these amendments, and the number of votes cast for the amendments was sufficient for approval by the sole Member.

D. The Amended and Restated Articles of Incorporation, as set forth below, supersede the original Articles of Incorporation and all amendments to them.

E. The sole Member of the Corporation has approved the amendment and restatement of the Articles of Incorporation, as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
CHURCH GROWTH INVESTMENT FUND, INC.**

ARTICLE I

The name of the Corporation shall be Church Growth Investment Fund, Inc.

ARTICLE II

The duration of the Corporation is perpetual, unless dissolved according to law.

ARTICLE III

The Corporation shall be operated exclusively for educational, religious and charitable purposes within the meanings of Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue laws) (the "Code"). The general nature and purposes of the Corporation shall be religious and charitable, and the Corporation shall generate resources and make building loans to churches, associations, institutions and agencies of the Florida Baptist Convention and Southern Baptist Convention and those programs and ministries associated with the Florida Baptist Convention and Southern Baptist Convention. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the Corporation shall be distributable to or inure to the benefit of its officers or directors or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in this Article III. No 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 any candidate for public office. Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a

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for the payment of all liabilities of the Corporation, distribute all of the remaining assets and property of the Corporation exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes to organizations associated with the Florida Baptist Convention or Southern Baptist Convention that are then exempt from taxation under Section 501(c)(3) of the Code and to which contributions are then deductible under Section 170(c)(2) of the Code, or to the local, state or federal government exclusively for public purposes.

PRIVATE FOUNDATION PROVISIO

In the event that the Corporation is ever determined or deemed by the Internal Revenue Service to be a "private foundation" within the meaning of Section 509(a) of the Code, during the continuance of such status:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE X

Directors, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.

ARTICLE XI

The Board of Directors shall adopt Bylaws for the Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments shall not become effective until approved by a majority vote of the Board of Directors of the sole Member

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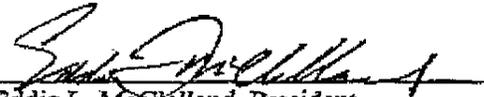
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ARTICLE XII

The Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments shall not become effective until approved by a majority vote of the Board of Directors of the sole Member.

IN WITNESS WHEREOF, Church Growth Investment Fund, Inc. has caused these Articles of Amendment and Restatement of the Articles of Incorporation to be signed in its name by its President this 21st day of February, 2003.

**CHURCH GROWTH INVESTMENT
FUND, INC.**

By: 
Eddie L. McClelland, President

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