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E-MAIL: lbogatin@fosterfuchs.com

November 22, 2004

VIA FEDEX

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Grace Fellowship of West Palm Beach, Inc.

Dear Sir/Madam:

Enclosed please find the original Amended and Restated Articles of Incorporation of Grace Fellowship of West Palm Beach, Inc. I have also enclosed our firm check in the amount of \$43.75. Said amount represents the filing fee and the fee for a certified copy of the Amendment.

Should you have any questions or need any additional information, please call.

Sincerely,


Lisa Bogatin
Office Administrator

LB

Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

GRACE FELLOWSHIP OF WEST PALM BEACH, INC.

FILED

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation restates and amends its Articles of Incorporation (Charter) as follows:

I. CORPORATE NAME

The name and address of the corporation shall be: Grace Fellowship of West Palm Beach, Inc., ("Grace Fellowship", "Church" or "Corporation") with its principal business office at 8350 Okeechobee Boulevard, West Palm Beach, Florida 33411-1925. Grace Fellowship is organized under Chapter 617, Florida Statutes, as a not-for-profit corporation. Its duration (term) is perpetual. Ecclesiastically, Grace Fellowship is as follows:

"But you are a chosen people, a royal priesthood, a holy nation, a people belonging to God, that you may declare the praises of him who called you out of darkness into his wonderful light. Once you were not a people, but now you are the people of God; once you had not received mercy, but now you have received mercy." 1 Peter 2:9,10

From a Scriptural standpoint, we are a group of believers that gathers together as part of the body of Christ in West Palm Beach. To satisfy our modern cultural requirements, we are known as a religious, non-profit corporation called Grace Fellowship of West Palm Beach, Inc. As such, we are organized exclusively for tax-exempt purposes-- religious, charitable, and educational. We willingly submit to governmental authorities in the area of health and safety in order to be conscientious citizens who have the welfare of those we serve at heart (Romans 13:1). We draw the line if and when governmental mandates become oppressive and infringe upon our God-ordained purposes. We must obey God rather than men (Acts 5:29).

II. PURPOSE

The purposes for which Grace Fellowship is organized are exclusively charitable, religious, and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Regulations promulgated thereunder, and its primary purpose is as follows:

"Therefore go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you. And surely I am with you always, to the very end of the age." Matt. 28:19-20

Grace Fellowship exists to glorify our Lord Jesus Christ and to fulfill His great commission. We believe that is best accomplished by ensuring that every project or ministry that we promote falls into one of three objectives:

- To exalt the Lord Jesus Christ,
- To encourage and edify believers,
- To evangelize the lost world.

We believe that if we train our people to properly disciple others, then we will be doing our part to fulfill the purpose of the church of Jesus Christ.

There are seven core values by which we operate in carrying out what we believe to be our scripturally inspired purpose. These core values are non-negotiable, and permeate everything we do as a church.

- Jesus is Lord
- Worship is paramount
- The Bible is foundational
- Service is our calling
- Love is the norm
- People always matter
- Prayer is a priority

The Church shall also be empowered to:

1. Hold, conduct, and operate a church and educational facility and for such purpose to buy, lease, acquire, and occupy lands, erect buildings, and improvements of all kinds thereon and develop those lands, buildings, and improvements;

2. Take and hold, by bequest, gift, grant, purchase, lease, or otherwise, any property, tangible or intangible, or any undivided interest therein, without limitation as to amount or value;

3. Sell, mortgage, lease, convey, or otherwise dispose of, any such property, and to invest, reinvest, or deal with, the principal thereof, or the income therefrom, in such manner as, in the judgment of the Church's Board of Elders, will promote the purposes of the Church, and, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Articles of Incorporation, the By-Laws, or any other law applicable thereto;

4. Receive income from various sources, including fees, donations, rent, grants, loans, and/or any other appropriate source determined to be necessary to carry out the purposes of the Church, and to determine the best use of those receipts through preparation of an annual budget, approved by the Board of Elders with the advice and guidance of a Certified Public Accountant and other professionals as warranted, except that no dividends,

or part of any income, shall inure, or be paid to any Elders, members, or other person affiliated with the Association, excepting only salaries for hired staff and professional assistance, from the receipts of the Association;

5. Contract for the operation or management of any part of the Church facility or property;

6. Advertise and promote within or without the State the activities of the Church;

7. Make and alter bylaws not inconsistent with these Articles of Incorporation or with the laws of Florida for the administration and regulation of the affairs of the Church.

8. Make contracts and incur liabilities which may be appropriate to enable it to accomplish all of its purposes; to borrow money for its corporate purposes at such rates of interest as the Church may determine; to issue its notes, bonds, annuities, and other obligations; and to secure any of its obligations by mortgage, pledge, deed of trust of all or any part of its property, franchises and income.

9. Exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Association is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth;

10. Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Church, provided, however, that the Association may not exercise any power, either expressed or implied, in such a manner as would disqualify the Association from exemption from income tax under Section 501(c)(3) of the Internal Revenue Code;

11. Notwithstanding the powers and purposes enumerated in these Articles of Incorporation, Grace Fellowship shall be restricted as follows: no part of the net earnings of the Church shall inure to the benefit of any Board member, member of the Church, officer, or other associate or representative of the Church, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Church in effecting one or more of its purposes), and no Elder, other member, officer, or private individual, shall be entitled to share in the distribution of the Church's assets upon dissolution of the Church, nor shall a substantial part of the Church's activities be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office; and

12. Other provisions of this Articles of Incorporation (Charter) notwithstanding, this Association shall not carry on any other activities not permitted to be undertaken by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal

Revenue Code of 1986, as amended, 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 any other corresponding provisions of any future United States Internal Revenue law.

III. STATEMENT OF FAITH

“But sanctify the Lord God in your hearts: and *be* ready always to *give* an answer to every man that asketh you a reason of the hope that is in you with meekness and fear.” 1 Peter 3:15

About the Bible

We believe the Bible to be God’s Holy Word. It does not merely contain God’s word; it is God’s word. The original writings were God-breathed and therefore are without error, and godly prophets wrote what they were led to write by the Holy Spirit. 2 Tim. 3:16-17, 2 Pet. 1:20-21

About God

We believe in one God, eternally existent in three distinct persons, God the Father, God the Son, and God the Holy Spirit, having the same divine essence, glorious attributes and eternal purpose as revealed in the Bible. Each person is wholly and fully God, yet there is only one God. Matt.28:19-20, 2 Cor. 13:14, Rev. 1:4-6

About Jesus Christ

We believe that Jesus Christ is the Eternal God, and the one and only Son of God the Father. He is without beginning and without end. To become a man, He was conceived by the Holy Spirit, and born of a virgin. He led a sinless life, was crucified as the payment for our sins, and was resurrected bodily after three days. We believe in His personal, future return in power and glory.
John 1:1-2, 14; Isa. 7:14, Matt. 1:20-21, 1 Cor. 15:3, Acts 1:9,11

About Mankind

People were created sinless in God’s image, but chose to disobey their Creator and Father. As a consequence, all mankind has inherited a sinful nature and falls under God’s judgment.
Eph. 2:1-3, Rom. 1:28; 5:12, Gal. 3:22

About Salvation

Salvation is totally by God’s grace through faith in the shed blood of Jesus Christ who died in our place. Without the shedding of His blood there is no forgiveness for our sins.

People are saved only by calling on the Name of Christ and transferring their trust to Him as their Lord and Savior. John 3:16-18, Eph 2:8-9, Rom. 10:9-10

About the Church

The local church was ordained by God as His chosen organization to carry out His great commission and great commandment. The local church is the body of Christ, and unites together for the purpose of exalting the Lord, encouraging believers and evangelizing the lost. It is also designed as a place to serve one another with spiritual gifts, to be accountable to one another, to love one another, and to carry out the ordinances of baptism and the Lord's Supper. Acts 2:41-42, 1 Cor. 12:12,13, Eph. 4:11, 1 Thes. 5:11, Phil 2:4, John 13:34, 1 Cor. 11:26

IV. ORGANIZATIONAL STRUCTURE, ELDERS AND OFFICERS

“And he is the head of the body, the church; he is the beginning and the firstborn from among the dead, so that in everything he might have the supremacy.” Col. 1:18

While the Scripture is clear regarding the purpose of the local church, it is somewhat vague in details regarding the organizational structure within a local church. Many churches in modern culture have filled the void with secular models such as representative government or corporate hierarchy.

We believe that the Scriptures, although not in detail, do provide enough information to establish an effective organizational structure, a structure that provides effective godly leadership that is responsible for making decisions and providing direction. They also give direction in establishing servanthood leadership.

A. Elder Leadership (1 Tim 3:1-7, Titus 1:5-9)

“So when they had appointed elders in every church, and prayed with fasting, they commended them to the Lord in whom they had believed.” Acts 14:23

In accordance with the New Testament pattern, the Grace Fellowship leadership team is made up of a group of appointed elders. In the Scripture, elders are the overseers of the church. They were charged with the care, feeding, spiritual guidance, teaching and preaching in the local church. Today, we would call them the leaders and decision makers. It is critical, therefore, that they be godly men. It could be disastrous for a local church to have elders that were inexperienced, immature, or ungodly in some way because Hebrews 13 tells us to obey and follow their leadership.

1. Selection Process.

- i. Senior Pastor - The senior pastor is the primary leader (elder/overseer) of our church.

In the event the senior pastor position is vacated, the body of elders will form a search team, which will interview, evaluate, and seek God's leading to one final man. The final approval will be by members of the congregation (18 or older). A minimum of 80% confirmation by those in attendance at the meeting is required to call the pastor. In the event the candidate is rejected, the elders will continue to search for another candidate.

Note: In order to avoid arguing, fighting, politicking, and popularity contests, there should never be more than one candidate up for consideration at one time.

- ii. Staff pastors - By definition, pastors are elders. Additional pastors may be added at the discretion of the senior pastor.
- iii. Lay elders - Other elders may be appointed by the church body to assist the pastors in providing wisdom, leadership, and decision-making. Although the concept of voting is foreign to Scripture, it does use the term "appointed," which is open to interpretation.

While we believe the church body should have a say in who its leaders are, we also believe that there should be a careful and discreet way to screen them without causing them or their family's embarrassment. Therefore, while lay elders may be recommended by church members, the existing body of elders acts as a ministry team to ensure that those recommended truly meet scriptural qualifications for the office of elder. Then each candidate will be interviewed in order to explain the duties and expectations, and to determine if the individual is willing.

Upon acceptance, the names of elder candidates are submitted to the church for confirmation of the appointment. An elder must be confirmed by at least 75% of those in attendance. This will take place at a specific church family meeting .

2. Terms.

Since Scripture does not specify any term limits, neither do we. Leaving the office of elder would be by resignation or by disqualifying actions. The other elders would be called upon to remove an elder if necessary.

3. Number of lay elders.

There is no specific number of elders required in Scripture. Grace Fellowship prefers to operate with a minimum of three. As long as there

are more than three, if an elder resigns, dies, or moves away, he does not necessarily need to be replaced. Whether or not a replacement is needed is at the discretion of the senior pastor.

If the vacancy leaves only two elders, the senior pastor will call for the church to submit more recommendations to fill it. Then the same process will be followed as is done at the beginning of the year. If no candidates can be found who are both qualified and willing, the elder body will continue to function as is.

4. Duties

- i. Senior pastor - The senior pastor is the primary overseer of Grace Fellowship. He is the under shepherd of our church— the preaching and teaching pastor who casts the vision and oversees the work of the church along with the help of other pastors and elders. He presides over all elder meetings and church family meetings. In his absence, he will appoint a qualified designee.
- ii. Staff pastors - Staff pastors are added at the discretion of the senior pastor to assist with daily operations of all the various ministries. They work directly with and are accountable to the senior pastor.
- iii. Lay elders - There is dual accountability between the senior pastor and the elders on a spiritual level. Together, they are committed to the spiritual, physical, and financial well being of our church. They assist the senior pastor in planning, ministry, and decision-making. The body of elders also functions as the school board of Berean Christian School.

In the event of the loss of the senior pastor for any reason, the elders function as a search team. They may seek the assistance of other spiritually mature and godly people if they choose.

B. Servanthood Leadership

“But he that is greatest among you shall be your servant.” Matt.23:11

In addition to the administrative leadership described above, Grace Fellowship also recognizes the biblical leadership position of the “deacon.” Jesus Himself was the epitome of servant leadership. The very word “deacon” means “servant.” We follow the Scriptural qualifications as noted in 1 Tim 3. In the Bible, deacons are upheld as examples of godly servanthood. Scripture does not focus in detail on what deacons did, however Acts 6 is generally believed to be a typical example of their humble ministry role.

1. Selection process

The selection process for deacons is exactly the same as for elders as noted above in A.1.c.

2. Terms

As stated regarding elders, the Scriptures do not limit terms, so neither does Grace Fellowship. Leaving the office of deacon would be by resignation or by disqualifying actions. The body of elders would be called upon to remove a deacon if necessary.

3. Number of deacons

The number of deacons is not specified in Scripture. The number at Grace Fellowship is at the discretion of the senior pastor. If a deacon leaves for any reason, it is not essential that he be replaced. Replacement can be completed in the next appointment process.

4. Duties

Duties of deacons at Grace Fellowship are variable. The Greek meaning of the word includes running errands, attending to, and ministering. Consequently, at Grace Fellowship deacons are called on to be “ministry helpers.” For example, they prepare and serve communion, they may make hospital calls, help set up for banquets, count offerings, help on special workdays, comfort the bereaved, and serve in various ministries. The scriptural attitude for a godly deacon at Grace Fellowship is “What can I do to help?”

5. Deaconesses

The Scripture also recognizes a servant role for women. In I Timothy 3, godly servanthood is commended for both deacons and deaconesses. In Romans 16:1, Phoebe is called a “diakonos” in the Greek, the exact same word used for men servants. Some translations even use the word “deaconess” to describe Phoebe. To be consistent with Scripture, Grace Fellowship recognizes that both men and women have legitimate positions of service.

C. General Leadership

“There is one body and one Spirit—just as you were called to one hope when you were called” Eph. 4:4

In order to promote unity in this local body of believers, leadership at all levels of our church and in all ministries, have a biblical obligation to avoid gossip, murmuring, complaining, and sowing discord. Not only are they required to avoid these popular sins themselves, they are obligated to quench them in others.

In order to stay focused on the scriptural mandates, our leaders also must be examples to the church body by proactively exalting the Lord, encouraging the body, and evangelizing the world.

D. Corporate Officers for Business Purposes

“Everyone must submit himself to the governing authorities, for there is no authority except that which God has established. The authorities that exist have been established by God.” Rom. 13:1

Whenever there are outside requests for official signatures representing Grace Fellowship, we have identified “corporate officers.” The President of the corporation is the senior pastor, the Treasurer will be a designee of the Senior Pastor, and the corporate Secretary will be an Elder. The elders act as corporate trustees or directors. As a group, they may be identified as the Board of Elders, Board of Trustees, or Board of Directors. The powers of the corporation shall be exercised by and its property controlled by the Board of Elders. The Board of Elders may also, from time to time, elect other officers and assistant officers, or fill any vacancy in an office, or appoint any number of committees.

V. MEMBERSHIP

“For as the body is one and has many members, but all the members of that one body, being many, are one body, so also *is* Christ.” 1 Cor. 12:12

A. Requirements

“Then those who gladly received his word were baptized; and that day about three thousand souls were added *to them*.” Acts 2:41

Membership in the church of Jesus Christ is accomplished by accepting as a free gift the payment that Jesus Christ made for your sin, and trusting only Him as your personal Savior. (Romans 10: 9-13.) That is how you become a member of God’s family.

The Scripture implies that if Christ is your Master, then you would naturally be obedient to His command and be baptized to publicly identify with Him. (Acts 2:41) To be consistent with Scripture therefore, Grace Fellowship makes the same assumptions for membership. In addition, new members are strongly urged to attend

our new members' class, to be active in a Bible class, in serving in a ministry, and in tithing. These are all designed to enhance spiritual growth and maturity.

B. Expectations

“Now you are the body of Christ, and members individually.” 1 Cor. 12:27

1. Unity in the body

The church of Jesus Christ is a family more than anything else. Jesus told His disciples that the world would recognize his followers if they loved one another. Every member must strive to protect the unity of the church because that reflects upon the church's public testimony, as well as the Lord Himself.

There is no place in the body of Christ for murmuring, complaining, and sowing discord. (Eph 4:3, Proverbs 6:19, 1 Cor. 10:10)

2. Gifts of ministry

We have all been given gifts of the Spirit with which to minister to the body of Christ. Members of Grace Fellowship are expected to find a ministry in which they can exercise the gifts the Lord gave them. (1 Cor. 12) Membership is not a “spectator sport” but a team effort. Our members should be exercising their gifts together to exalt the Lord, encourage believers, and evangelize the world.

3. Giving

Every member is expected to be obedient in the area of stewardship. The Scriptural principle is that giving is a matter of the heart. We are admonished to give liberally from a cheerful heart. (2 Cor. 9) When both Old and New Testaments are taken as a whole, it appears that giving begins with the tithe, or 10% of our income, and then love offerings come after tithing. Regardless of how much a person gives to the work of Christ, it is essentially a measure of how much he or she values the Lord and His work. Our hearts invariably follow our treasures. (Matt. 6:21)

4. Calling a senior pastor

Only members have the privilege and responsibility to vote on calling a senior pastor.

5. Recommending officers

Members are expected to participate in the selection of elders and deacons by offering names to the current elders for consideration. They will be given the option of meeting with the elders one on one to express any concerns about a particular person who has been selected as a candidate.

6. Discipline

It is imperative that Grace Fellowship maintains a godly and moral reputation in the community. Therefore, if a member persists in obvious and public sin and remains unrepentant after counseling and admonition by church leadership then the leadership (pastors or elders) must confront him or her. The Bible gives instructions to the local church for such discipline (1 Cor. 5:9-13, 2 Thes. 3:6, 10-15). The New Testament also calls for confrontation, rebuke, and restoration for causing division and teaching heresy (Titus 3:10, Gal. 1:6-9). Repentance and restoration are always the goal in such cases. However, if the person remains unrepentant, the leadership will announce to the church that the person is being put out of the membership of Grace Fellowship.

Although not a matter of discipline, another way a person can be removed from membership is by becoming inactive. "Inactive" means a person has not attended services or supported the church financially for approximately one year. From time to time, the elders will ensure that such people are contacted and encourage them to become active. If they are unwilling, their names will be dropped.

C. Membership covenant

**"Make every effort to keep the unity of the Spirit through the bond of peace."
Eph. 4:3**

When an individual joins Grace Fellowship, we expect him or her to agree with the membership covenant:

"As a member of Grace Fellowship, I commit myself to loving God, loving the church family, and loving those who need Christ. I commit to growing toward spiritual maturity, following church leadership, promoting unity, agreeing to the articles of faith, and being active in a ministry and in giving."

D. Arbitration

"If any of you has a dispute with another, dare he take it before the ungodly for judgment instead of before the saints?" 1 Cor. 6:1

Scripture gives many instructions on how to treat one another within the body of Christ. The overwhelming principle is to love one another above all else (Rom. 12:10,

1 Tim. 5:21). When disputes between church members arise that could become legal issues, they should be resolved in a biblical manner as described in 1 Cor. 6:1-8. The process for this body is for the parties to meet together with the elders or their designated mediator for prayer, discussion, mediation and arbitration. The decision of the elders or mediator will be binding.

VI. CONDUCTING BUSINESS

“Let all things be done decently and in order.” 1 Cor. 14:40

The processes in this section are designed with the following principles of conduct in mind: integrity, openness, and accountability.

A. Finances “...make every effort to be found spotless, blameless...” 2 Pet. 3:14

1. Guiding financial principles

- a. Money given to this ministry is the Lord’s money and will always be treated as such. Funds will be spent wisely and conservatively.
- b. Ministry needs will be related to the congregation in a sensitive and Christ-like manner.
- c. We will never resort to disrespectful or dishonorable methods of fundraising.
- d. We will not operate this ministry at a deficit.
- e. We will always strive to be above reproach in handling money.

2. Budget Process

- a. Our annual budget will be generated at the ministry level.
- b. The senior pastor, and his designees will review, analyze, and summarize the requested funding by ministry.
- c. The entire budget will be reviewed with the body of elders for approval.
- d. Upon elder approval, the budget will be published to the church body for review.
- e. For a period of four consecutive weeks, the membership is invited to scrutinize the budget and will be given the opportunity to personally ask questions of the elders, and the Senior Pastor’s designees.
- f. Any resulting changes will be incorporated into a final version, which will then be put into operation.

3. Audit

The financial records of the ministry will be audited by an outside, independent auditor every other year, and reported to the church body.

4. Reporting

- a. Financial reports and ministry updates will be provided at a minimum of twice per year.
- b. The elders are always available for members to ask questions regarding any items in the reports.

5. Indebtedness

The needs of the ministry will be met using existing funds whenever possible. The pastors and elders may occasionally need to borrow funds for emergency repairs, or to take advantage of an unusual opportunity. If the amount required exceeds \$50,000, they will make the church body aware of the situation, and ask for special giving to eliminate the debt as soon as possible. However, nothing in this clause shall limit the amount of indebtedness the Board of Elders may incur, or otherwise restrict the power of the Board with respect to liabilities, pursuant to Section 8 of Article II hereof.

6. Business officers

The President, or his designee, or any other officer of the Church shall sign all instruments, notes, contracts, mortgages, deeds, or any other document on behalf of the Church.

7. Meetings

Church family meetings will occasionally be required to discuss a business matter. The senior pastor will announce such a meeting, if possible, at least two Sundays in advance of the meeting. He or his designee will moderate. All members are asked to attend.

B. Property

“Suppose one of you wants to build a tower. Will he not first sit down and estimate the cost to see if he has enough money to complete it?” Luke 14:28

1. Purchasing

The need for purchasing additional land or buildings will be discussed and planned by the elders and pastors. If at all possible, any such purchases will be paid for in cash as funds become available. If borrowing is required to purchase additional land or construct additional buildings, the

church body will be involved and will hear the recommendation of the elders. They will then be given opportunity to ask questions of the elders, similar to the budget process. However, this clause is not intended to require membership review of a Board of Elders decision borrow money to refinance existing indebtedness, remodel existing facilities, or for any other purpose not related to acquiring land or building a new building.

2. Use

The property of Grace Fellowship (all land and buildings) is established for the primary purpose of exalting the Lord, encouraging believers, or evangelizing the lost. Any other use must be approved by the pastor and elders.

C. Dissolution

**“Not forsaking our own assembling together, as is the habit of some, but encouraging *one another*; and all the more as you see the day drawing near.”
Heb. 10:25**

In the event that the church body deteriorates to such a small number of members that it is no longer financially feasible or otherwise desirable to function as a church in the eyes of the leadership or the congregation, the assets will be sold, bills will be paid, and any remaining funds or assets will be donated to a church or ministry of like faith. No individual should profit from the assets of this ministry.

The residual assets of the Association shall be distributed, by resolution of the Board of Elders, to one or more organizations of the type described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or to the federal, state or local government for exclusively public purposes and use.

VII. BYLAWS.

The By-Laws of the Association may be amended in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Association.

VIII. AMENDMENT OF ARTICLES OF INCORPORATION.

These Articles of Incorporation may be amended or replaced upon the affirmative vote of no less than two thirds of the members of the Board of Elders of the Church.

IX. INDEMNIFICATION.

Grace Fellowship shall indemnify its Elders, Officers, employees and agents to the fullest extent permitted by law and in accordance with provisions in the By-Laws.

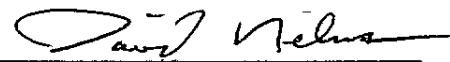
This Amended and Restated Charter has been duly adopted by the members of the Board of Elders on the 21st day of November, 2004, and the number of votes cast was sufficient for approval. The members of the Church are not entitled to vote on the amendment to the Articles of Incorporation (Charter).

IN WITNESS WHEREOF, we hereby set our hands and seals this 22 day of November, 2004.

GRACE FELLOWSHIP OF WEST PALM
BEACH, INC., a Florida not-for-profit corporation

Attest:

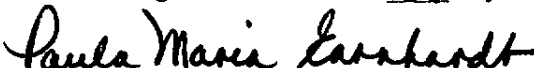

John Mark Oliver, Secretary

By: 
David Nelms, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared DAVID NELMS and John Mark Oliver, who are personally known to me or who have provided _____ as identification and who being duly sworn, acknowledged to me that they are the President and Secretary, respectively, of GRACE FELLOWSHIP OF WEST PALM BEACH, INC. and the persons who executed the foregoing Amended and Restated Charter, and that they executed the same for the purposes therein expressed.

Acknowledged before me this 22 day of November, 2004 .


Notary Public - State of Florida



Paula Maria Earnhardt
My Commission DD100369
Expires April 15, 2006