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VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Calvary Baptist Church, Inc. of Palm Beach County

Dear Sir or Madam:

Enclosed please find two copies of the Restatement of the Articles of Incorporation for the above referenced corporation, and a check in the amount of \$35 covering the fee for filing. Please return one copy to me after filing.

If you have any questions about this matter, please do not hesitate to contact me.

Sincerely yours,

W. Morgan Speer
W. Morgan Speer

WMS/cmd
Enclosures

Restated Art.

V. SHEPARD JUN 5 2000

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**RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
CALVARY BAPTIST CHURCH, INC.
OF PALM BEACH COUNTY**

Pursuant to the provisions of Section 617.1007, Florida Statutes, the undersigned corporation adopts the following Restated Articles of Incorporation:

FIRST: The Name of the corporation is CALVARY BAPTIST CHURCH, INC., OF PALM BEACH COUNTY.

SECOND: The Articles of Incorporation are restated as follows:

**ARTICLE I
Name**

The name of the Corporation is CALVARY BAPTIST CHURCH, INC. OF PALM BEACH COUNTY (the "Corporation").

**ARTICLE II
Term of Existence**

The term of existence of the Corporation is perpetual.

**ARTICLE III
Tax Exempt Purpose**

The Corporation is organized exclusively for one or more of the following purposes:

1. Religious, charitable, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and 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 Code.

2. To exist and operate as a "church" as that term is defined in Section 170(b)(1)(A) of the Code, and to conduct religious worship and the ministrations of sacerdotal functions under the tenets and practices of the Christian faith.

3. To apply the income, and if the Corporation so decides, the principal, of such property as the Corporation may from time to time possess, in aid of the prior enumerated purposes, including the giving of such income and principal to any other domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association, organization or trust is organized and operated exclusively for charitable, religious, educational, or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitations and restrictions:

a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 the prior enumerated purposes. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

b. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office 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.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

ARTICLE IV Principal Address

The address of the principal office of and mailing address of the Corporation is 4900 Summit Blvd., West Palm Beach, Florida 33415, or at such other address determined by

the Deacons.

ARTICLE V Board of Directors

There shall be six (6) members of the Board of Deacons, who shall be the Board of Directors of the Corporation. The election of the Deacons shall be as stated in the Constitution of the Corporation.

ARTICLE VI Registered Office

The address of the Corporation's registered office is 450 Royal Palm Way, Suite 401, Palm Beach, Florida 33480, or at such other address of the duly appointed registered agent of the Corporation.

ARTICLE VII Membership

The Corporation is a nonstock corporation and shall have no authority to issue any capital stock. The conditions of membership in the Corporation shall be as stated in the Constitution of the Corporation.

ARTICLE VIII Constitution

The Constitution of the Corporation shall be adopted by the Deacons and approved by the members in good standing of the Corporation. The Constitution may be altered, amended, repealed, or a new Constitution may be adopted by a majority vote of the membership of the Corporation at a special, regular, or annual meeting, upon the recommendation of the Deacons.

ARTICLE IX
Indemnification

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the Constitution of the Corporation, by agreement, vote of the members of disinterested Directors of the Corporation or otherwise.

Signed this 18 day of May, 2000.

CALVARY BAPTIST CHURCH, INC.
OF WEST PALM BEACH COUNTY

By: Larry Enochs
Larry Enochs, Chairman
Board of Deacons

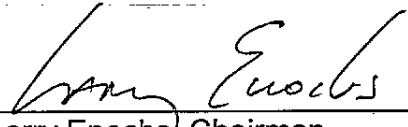
CERTIFICATE

I, Larry Enochs, do hereby certify that I am the duly appointed or elected or qualified Chairman of the Board of Deacons of CALVARY BAPTIST CHURCH, INC., OF PALM BEACH COUNTY, a nonprofit corporation organized and existing under the laws of the State of Florida (the "Corporation"), and I further certify that:

FIRST: The Name of the Corporation is CALVARY BAPTIST CHURCH, INC., OF PALM BEACH COUNTY.

SECOND: The forgoing Articles of Restatement do not contain amendments to the Articles of Incorporation requiring member approval, and the Board of Deacons approved and adopted the Restatement.

IN WITNESS WHEREOF, I have subscribed my name as Chairman of the Board of Deacons this 18 day of May, 2000.



Larry Enochs, Chairman
CALVARY BAPTIST CHURCH, INC.,
OF PALM BEACH COUNTY