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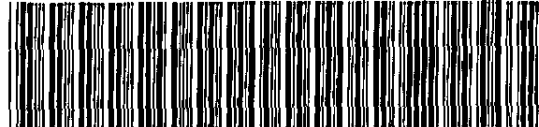
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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Central Assembly of God, Inc. of Vero Beach, Florida

DOCUMENT NUMBER: 710749

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michelle Boudreau

(Name of Contact Person)

Brewer Sr., Asiatico & Associates

(Firm/ Company)

5215 North O'Connor Blvd., Suite 2500

(Address)

Irving, Texas 75039

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Michelle Boudreau

(Name of Contact Person)

at (972)

432-9400

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Mailing Address

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

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF**

CENTRAL ASSEMBLY OF GOD, INC., OF VERO BEACH, FLORIDA

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

WHEREAS, the Articles of Incorporation of Central Assembly of God, Inc., of Vero Beach, Florida and all amendments thereto are hereby superseded by the following Restated and Amended Articles of Incorporation of Central Assembly of God, Inc., of Vero Beach, Florida

and,

WHEREAS, each such amendment made by the Restated and Amended Articles of Incorporation of Central Assembly of God, Inc., of Vero Beach, Florida (hereinafter referred to as the "Corporation") has been effected in conformity with the provisions of the Florida Not for-Profit Corporation Act (hereinafter referred to as "the Act") and such Restated and Amended Articles of Incorporation of Central Assembly of God, Inc., of Vero Beach, Florida were adopted on January 13, 2004 by the Board of Directors of Central Assembly of God, Inc. of Vero Beach and on January 13, 2004 at a duly noticed meeting of the voting members of Central Assembly of God, Inc., of Vero Beach, Florida, which meeting was noticed in accordance with the article and bylaws of the Corporation and included the text of any amendments to the original Articles of Incorporation of the Corporation. There was a quorum present at said meeting, and at least a majority of the members who were entitled to vote and present at said meeting voted in favor of the adoption of all amendments to the original articles of incorporation;

and

NOW BE IT KNOWN that these Amended and Restated Articles of Incorporation of Central Assembly of God, Inc., of Vero Beach, Florida serve the purpose of amending and restating in their entirety the Articles of Incorporation of Central Assembly of God, Inc., of Vero Beach, Florida, originally filed April 19, 1966, together with any and all amendments thereto. Central Assembly of God, Inc., of Vero Beach, Florida hereby adopts these Amended and Restated Articles of Incorporation.

PREAMBLE

For the purpose of establishing and maintaining a place for the worship of Almighty God, our Heavenly Father; to provide for Christian fellowship for those of like precious faith, where the Holy Ghost may be honored according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands; we, whose names appear upon the assembly roster under the above date, do hereby recognize ourselves as a local assembly of Christian believers in fellowship with the General Council of the Assemblies of God; and declare that we hereby adopt the following articles of church order and submit ourselves to be governed by them.

Article I
NAME

The name of this church shall be Central Assembly of God of Vero Beach, Florida.

Article II
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation is 6767 20th Street, Vero Beach, Florida 32966.

Article III
PREROGATIVES

Section 1. This church shall have the right to govern itself according to the standards of the New Testament Scriptures, "endeavoring to keep the unity of the Spirit in the peace, till we all come in the unity of the faith, and of the knowledge of the Son of God, unto a perfect man, unto the measure of stature of the fullness of Christ." (Ephesians 4:3, 13). Because this church accepts the Holy Scriptures as the revealed will of God, and the all sufficient rule of faith and practice, and for the purpose of maintaining general unity, the programs and activities governing the forms and worship of Central Assembly of God, Inc. shall be based upon, and at all times shall be consistent with, the tenets of faith as described in Scripture, and in harmony with Article IV of this Constitution.

Section 2. In connection therewith, or incidental thereto, it shall have the right to purchase or acquire by gift, bequest, or otherwise, either directly or as trustee, and to own, hold in trust, use, sell, convey, mortgage, lease, or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its purposes; all in accordance with its constitution and by-laws or as the same may be hereafter amended.

Section 3. This church shall be organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or superseding Section in order to, and its purposes shall be:

1. Minister the Word of God
2. Conduct regular religious worship services through various forms of ministries.
3. Promote and encourage, through the ministries of the organization, cooperating with other organizations ministering within the community.
4. Spread the word of the gospel by ministering to all through seminars, radio, television, and other forms of mass media.

5. To conduct a local church including state, national and international outreach by the direction of the Lord Jesus Christ and the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Holy Bible.
6. To maintain local and missionary church facilities.
7. To license and ordain qualified individuals to the gospel ministry, and to enable them in the planting of new local churches at home and abroad.
8. To provide for training disciples of Jesus Christ through Christian education or any other type of school for the religious and educational instruction of the young, as well as for adults under the direction of the church.
9. To solicit funds, collect monies, receive gifts and bequests, and otherwise raise money to fulfill the stated purpose.
10. To expand, contribute, disburse, and otherwise handle and dispose of funds received.

Article IV AFFILIATION AND RELATIONSHIP

This church declares itself to be voluntarily in cooperative fellowship with all other churches affiliated with the Peninsular Florida District council, and the General Council of Assemblies of God, with headquarters in Springfield, Missouri; and shares in the privileges and assumes the responsibilities enjoined by this affiliation.

Article V. TENETS OF FAITH

This church accepts the Holy Scriptures as the revealed will of faith and practice, and for the purpose of maintaining general unity, adopts the Statement of Fundamental Truths of the General Council of the Assemblies of God, to wit:

1. **The Scriptures Inspired.** The Scriptures, both the Old and New Testaments, are verbally inspired of God and are the revelation of God to man, the infallible, authoritative rule of faith and conduct. (II Timothy 3: 15-17, I Thessalonians. 2: 13 ; II Peter 1 :21)
2. **The One True God:** The one true God has revealed himself as the eternally self-existent "I AM", the Creator of heaven and earth and the Redeemer of mankind. He has further revealed himself as embodying the principles of relationship and association as Father, Son and Holy Ghost (Deuteronomy. 6:4; Isaiah. 43:10-11; Matthew 28:19; Luke 3:22).
3. **The Deity of the Lord Jesus Christ:** The Lord Jesus Christ is the eternal Son of God. The Scriptures declare:
 - a. His Virgin birth (Matthew 1:23; Luke 1:31,35).

- b. His sinless life (Hebrews 7:26; I Peter 2:22).
 - c. His miracles (Acts 2:22; 10:38).
 - d. His substitutionary work on the cross (I Corinthians. 15:3).
 - e. His bodily resurrection from the dead (Matt. 28:6; Luke 24:39; I Cor. 14:4).
 - f. His exaltation to the right hand of God (Acts 1 :9, 11; 2:33; Philippians 2:9-11; Hebrews 1-3).
4. **The Fall of Man:** Man was created good and upright; for God said, "Let us make man in our image, after our likeness." However, man by voluntary transgression fell and thereby incurred not only physical death but also spiritual death, which is separation from God (Genesis 1:26,27; Genesis 2:17; 3:6; Romans 5:12-19).
5. **The Salvation of Man:** Man's only hope of redemption is through the shed blood of Jesus Christ the Son of God.
- a **Conditions to Salvation:** Salvation is received through repentance toward God and faith toward the Lord Jesus Christ. By the washing of regeneration and renewing of the Holy Ghost, being justified by grace through faith, man becomes an heir of God according to the hope of eternal life (Luke 24:47; John 3:3; Romans 10:13-15; Ephesians 2:8; Titus 2:11; 3:5-7).
 - b **The Evidences of Salvation:** The inward evidence of salvation is the direct witness of the Spirit (Romans 8: 16). The outward evidence to all men is a life of righteousness and true holiness (Ephesians 4:24; Titus 2:12).
6. **The Ordinances of the Church:**
- a **Baptism in Water:** The ordinance of baptism by immersion is commanded in the Scriptures. All who repent and believe on Christ as Savior and Lord are to be baptized. Thus they declare to the world that they have died with Christ and that they also have been raised with Him to walk in newness. of life. (Matthew 28:19; Mark 16:16; Acts 10:47,48; Romans 6:4).
 - b **Holy Communion:** The Lord's Supper, consisting of the elements -bread and the fruit of the vine -is the symbol expressing our sharing the divine nature of our Lord Jesus Christ (II Peter 1 :4); a memorial of His suffering and death (1 Corinthians. 11 :26); and a prophecy of His second coming (1 Corinthians. 11 :26); and is enjoined on all believers "till he comes!"
7. **The Baptism in the Holy Ghost:** all believers are entitled to and should ardently expect and earnestly seek the promise of the Father, the baptism in the Holy Ghost and fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian Church. With it comes the endowment of power for life and service, the bestowment of the gifts and their uses in the work of the ministry (Luke 24:49; Acts 1:4,8; I Corinthians. 12:1-31). This experience is distinct from and subsequent to the experience of the new birth (Acts 8: 12-1 7; 10 : 44- 46; 11: 14-16; 15 :7 -9). With the baptism in the Holy Ghost come such experiences as an overflowing fullness of the Spirit (John 7:37-39; Acts 2:42), and a more active love for Christ, for His Word and for the lost (Mark 16:20).

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8. **The Evidence of the Baptism in the Holy Ghost:** The baptism of believers in the Holy Ghost is witnessed by the initial physical sign of speaking with other tongues as the Spirit of God gives them utterance (Acts 2:4). The speaking in tongues in this instance is the same in essence as the gift of tongues (1 Corinthians. 12:4-10,28), but different in purpose and use.
9. **Sanctification:** Sanctification is an act of separation from that which is evil, and of dedication unto God (Romans 12:1,2; 1 Thessalonians. 5:23; Hebrews 13:12). The Scriptures teach a life of "holiness without which no man shall see the Lord" (Hebrews 12: 14). By the power of the Holy Ghost we are able to obey the command: "Be ye holy, for I am holy." (1 Peter 1 :15, 16) Sanctification is realized in the believer by recognizing his identification with Christ in His death and resurrection, and by faith reckoning daily upon the fact of that union, and by offering every faculty continually to the dominion of the Holy Spirit (Romans 6:1-11,13; 8:1,2,13; Galatians 2:20; Philippians 2:12,13; 1 Peter 1:5).
10. **The Church and It's Mission:** The Church is the Body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of her great commission. Each believer, born of the Spirit, is an integral part of the General Assembly and Church of the Firstborn, which are written in heaven (Ephesians. 1 :22, 23; 2:22; Hebrews 12:23). Since God's purpose concerning man is to seek and to save that which is lost, to be worshipped by man, and to build a body of believers in the image of His Son, the priority by reason-for-being of the Assemblies of God as part of the Church is:
- a To be an agency of God for evangelizing the world (Acts 1 :8; Matthew 28: 19, 20; Mark 16:15, 16).
 - b To be a corporate body in which man may worship God (1 Corinthians 12:13).
 - c Go be a channel of God's purpose to build a body of saints being perfected in the image of His Son (Ephesians 4:11-16; 1 Corinthians 12:28; 1 Corinthians 14:12). The Assemblies of God exists expressly to give continuing emphasis to this reason for being in the New Testament apostolic pattern by teaching and encouraging believers to be baptized in the Holy Spirit. This experience:
 - (a) Enables them to evangelize in the power of the Spirit with accompanying supernatural signs (Mark 16:15-20; Acts 4:29-31, Hebrews 2:3,4).
 - (b) Adds a necessary dimension to worshipful relationship with God (1 Corinthians 2:10-16; 1 Corinthians 12, 13 and 14).
 - (c) Enables them to respond to the full working of the Holy Spirit in expression of fruit and gifts and ministries as in New Testament times for the edifying of the body of Christ (Galatians 5:22-26; 1 Corinthians 14:12; Ephesians 4:11,12; 1 Corinthians 12:28; Colossians 1:29).
11. **The Ministry:** A divinely called and scripturally ordained ministry has been provided by our Lord for the threefold purpose of leading the Church in:
- a Evangelization of the world (Mark 16:15-20).
 - b Worship of God (John 4:23,24).

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- c Building a body of saints being perfected in the image of His Son (Ephesians 4:11-16).
12. **Divine Healing:** Divine healing is an integral part of the gospel. Deliverance from sickness is provided for in the atonement, and is the privilege of all believers (Isaiah 53:4,5; Matthew 8:16,17; James 5:14-16).
13. **The Blessed Hope:** the resurrection of those who have fallen asleep in Christ and their translation together with those who are alive and remain unto the coming of the Lord is the imminent and blessed hope of the Church (I Thessalonians 4: 16, 17; Romans 8:23; Titus 2:13; I Corinthians 15:51,52).
14. **The Millennial Reign of Christ:** The second coming of Christ includes the rapture of the saints, which is our blessed hope, followed by the visible return of Christ with His saints to reign on the earth for one thousand years (Zechariah 14:5; Matthew 24:27,30; Revelation 1 :7; Revelation 19: 11-14; Revelation 20: 1-6). This millennial reign will bring the salvation of national Israel (Ezekiel 37:21, 22; Zephaniah 3:19, 20; Romans 11 :26, 27) and the establishment of universal peace (Isaiah. 11 :6-9; Psalms 72:3-8; Micah 4:3,4).
15. **The Final Judgement:** There will be a final judgement in which the wicked dead will be raised and judged according to their works. Whosoever is not found written in the Book of Life, together with the devil and his angels, the beast and the false prophet, will be consigned to everlasting punishment in the lake which burneth with fire and brimstone, which is the second death (Matthew 25:46; Mark 9:43-48; Revelation 19:20; Revelation 20:11-15; Revelation 21:8).
16. **The New Heavens and the New Earth:** "We, according to His promise, look for new heavens and a new earth, wherein dwelleth righteousness". (II Peter 3:13; Revelation 21,22).

Article VI: ORDINANCES

Section 1. The ordinance of Baptism by immersion in water (Matthew 28:19) shall be administered to all those who have repented of their sins and who have believed on the Lord Jesus Christ to the saving of their souls, and who give clear evidence of their salvation. (Romans 6:3-5; Colossians 2:12).

Section 2. The ordinance of the Lord's Supper shall be observed regularly as enjoined in the Scriptures. (Luke 22: 19, 20; I Corinthians 11 :23-26

Article VII: MEMBERSHIP

Section 1. Membership Eligibility. Membership in this church shall be open to all those who give evidence of their faith in the Lord Jesus Christ, and who voluntarily subscribe to its tenets of faith and agree to be governed by its constitution and by-laws as herein set forth.

Section 2. Voting Membership. All those who meet the scriptural standards for membership, whose names appeared on the original membership roll of the church at the time the church was first organized, together with those names that shall be added from time to time, shall constitute the legal voting membership of the church, provided they are 16 years of age or over, that they are living consistent Christian lives and are in agreement with our distinctive testimony. Membership shall be available for young people under 16 years of age who give evidence of the new birth, having received Christ as personal Savior, and who meet the usual qualifications for membership established by this church. They shall have voting privileges at 16 years of age.

Section 3. Inactive Membership. Enrolled members who shall without good cause absent themselves from the services of the church for a period of 3 consecutive months or more, or who cease to contribute of their means to its support, or who may be out of harmony with its teachings, or who shall be under charges of misconduct, or who may have fallen under condemnation through sinful or worldly practices, shall be considered as inactive members and shall lose their voting privileges until they are restored to the fellowship, their standing to be settled by the definite action of the assembly through its officers.

Section 4. Honorary Members. Honorary members shall consist of those members who have entered the ministry as apostles, prophets, teachers, pastors, evangelists, missionaries, religious educators, or those serving in the Armed Services, making it impossible to serve the local church as active members. Honorary membership recognition shall continue as long as the member maintains a consistent Christian life, remains sound in doctrine, and maintains a cooperative attitude toward the home church. (Voting privilege may be granted at the discretion of the presiding apostle.)

Article VII REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 5055 9th Place, Vero Beach, Florida 32966. The name of the registered agent at this office is Reverend William L. Tipton.

Article IX. OFFICERS

Section 1. Officers. There shall be a Presiding Apostle who shall serve as President, a Presbytery, whose members shall serve as the Board of Directors, a Secretary and a Treasurer. Other officers may be added as needs of the church dictate.

Section 2. Directors (Elders).

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- a The Presbytery, shall be under the leadership and direction of the Presiding Apostle. Among this Presbytery, one member shall be the Secretary and one shall be the Treasurer.
 - b The Presbytery members shall be expected to meet the Scriptural requirements set forth in I Timothy 3 and Acts 6, and shall be people of mature Christian experience and knowledge. They shall have demonstrated leadership gifts according to the five leadership gifts listed in Ephesians 4:11.
 - c Members of the Presbytery shall be at least 23 years of age and shall have been members of the local church for at least six (6) months.
 - d Members of the Presbytery shall be elected in accordance with the Bylaws of the Corporation.

Article X. MEETINGS

Section 1. Meetings for public worship shall be held on each Lord's Day and during the week as may be provided for under the direction of the Presiding Apostle and Presbytery.

Section 2. There shall be an annual business meeting of the Presbytery, at which time confirmation of officers or other church leadership may take place. The time and place shall be announced by the Presiding Apostle. Due notice shall be given on two (2) Sundays immediately prior to the date of said meeting.

Section 3. Business meetings of the church membership may be called when necessary, after proper notice has been given by the Presiding Apostle or by the Secretary of the Presbytery, provided the meeting has been agreed upon by a majority of the Presbytery. Due notice shall be given on two (2) Sundays immediately prior to the date of said meeting.

Section 4. Quorum. Active members present at a meeting as described above in Section 3 shall be deemed to constitute a quorum.

Section 5. The Presbytery and the Presiding Apostle, shall meet as needed for the transaction of routine business for the church, time and place to be announced by the Presiding Apostle. .

Article XI. DEPARTMENTS AND MINISTRIES

Section 1. Discipleship --Provision shall be made for the discipleship, training and equipping of converts and members. This shall include, but not be limited to, Sunday School, seminars, conferences, and discipleship groups. These ministries shall be created and conducted as a branch of the church activities. Emphasis shall be made on equipping the saints for the work of the ministry, according to Ephesians 4. Recognizing the priesthood of all believers, it shall be the goal of this assembly to encourage every member to discover and operate in the ministry God has ordained for them.

Section 2. Children and Youth Ministries -There shall be provision made for the equipping and training of the young in order that they might be full of faith, be strong in Christ, demonstrate spiritual gifts and fruit and develop a Christian world-view. These shall be conducted in accordance with Proverbs 22:6 These ministries shall be formed and conducted under the supervision of the Presbytery and the Presiding Apostle.

Section 3. General Ministries- There shall be other ministries established in for the work of Christ in the Church according to Ephesians 2:10. This may include, but not be limited to, Men's Ministries, Women's Ministries, Prophetic Ministries, Healing Ministries, Hospital Ministries, Hospitality Ministries, Music Ministries, Dance Ministries, Worship Arts Ministries, Nursing Home Ministries, Mission Ministries, Broadcast Ministries, Evangelistic Ministries, Technology Ministries, Publishing ministries, Teaching Ministries and Pastoral Ministries. All ministries and departments shall be formed and conducted under the supervision of the Presbytery and the Presiding Apostle.

Section 4. Other Ministries -As need arises, other ministries, departments or committees may be established.

Section 5. Relationship -All ministries, departments and committees shall be subordinate to the Presiding Apostle and to the Presbytery and shall contribute to the harmony and development of the whole. They shall be under the general supervision of the Presbytery, and the Presiding Apostle shall be an ex officio member of all ministries, committees or departments.

Article XII. FINANCES

All funds for the maintenance of the assembly shall be provided by the tithes and offerings of the members and friends of the organization. Offerings shall be accepted by the assembly at such times and in such ways as agreed upon by the Presiding Apostle and the Presbytery, and shall be administered by the Treasurer under their direction (Malachi 3:10; Luke 6:38; I:Corinthians 16: 1, 2; II Corinthians 9:6-8)

Article XIII. PROPERTY

Section 1. All real property of the church shall be deeded to the assembly and held in its name. No real property of the church shall be sold or otherwise disposed of without the same shall have first been recommended by a vote of at least two-thirds of the assembly who are in attendance at a special meeting which has been called for the consideration of the proposal. The Presiding Apostle and the Secretary shall certify in such conveyance, lease, or mortgage, that the same has been duly authorized and recommended by a vote of the Presbytery. Such certificate shall be held to be conclusive evidence thereof.

Section 2. In the event this church shall cease to function for the purposes as declared heretofore in its Articles of Agreement and/or the Articles of its Constitution, then after providing for the payment of its debts, the remaining assets will not inure to the benefit of any

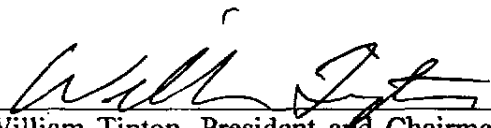
private person or persons, but all such remaining assets shall be transferred to religious or charitable organizations which are organized and operated exclusively for religious purposes, and which have established tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code.

Article XIV. AMENDMENTS

This Constitution may hereafter be amended by a two-thirds vote of the Presbytery in attendance at any regular or special meeting called for that purpose, provided due notice of such proposed change shall have been made available to Presbytery at all the services on at least two consecutive Sundays immediately prior to the time of such meeting. It shall be understood that this does not apply to the article of Faith, which stands regardless of majority.

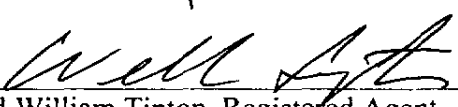
The Amended and Restated Articles of Incorporation, as set forth above, were adopted on January 13, 2004 by the Board of Directors of Central Assembly of God, Inc. of Vero Beach and on January 13, 2004 at a duly noticed meeting of the voting members of Central Assembly of God, Inc., of Vero Beach, Florida, which meeting was noticed in accordance with the article and bylaws of the Corporation and included the text of any amendments to the original Articles of Incorporation of the Corporation. There was a quorum present at said meeting, and at least a majority of the members who were entitled to vote and present at said meeting voted in favor of the adoption of all amendments to the original articles of incorporation.

IN WITNESS WHEREOF, the below named authorized corporate officer executes these Amended and Restated Articles of Incorporation on the 19 day of May, 2005.


Reverend William Tipton, President and Chairman of the Board

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Dated this 19 day of May, 2005.


Reverend William Tipton, Registered Agent