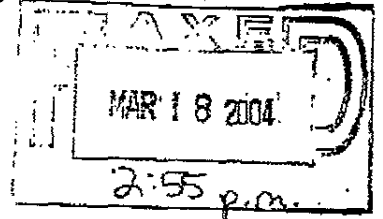


721483

Florida Department of State  
Division of Corporations  
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BASIC AMENDMENT

RESTORATION FELLOWSHIP OF SARASOTA, INC.

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 19, 2004

RESTORATION FELLOWSHIP OF SARASOTA, INC.  
5614 RICHARDSON ROAD  
SARASOTA, FL 34232

SUBJECT: RESTORATION FELLOWSHIP OF SARASOTA, INC.  
REF: 721483

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Document Specialist

FAX Aud. #: H04000058519  
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FAX AUDIT #H04-58519

STATE OF FLORIDA  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RESTORATION FELLOWSHIP OF SARASOTA, INC.

Pursuant to Sections 617.1006 and 617.1007, Florida Statutes, this not-for-profit Florida corporation, desiring to amend and restate its Articles of Incorporation in their entirety which were filed on August 9, 1971, under the name of Calvary Baptist Church of Sarasota, Inc., does certify as follows:

Article 1. Name. The name of the Corporation is:

Restoration Fellowship, A Cornerstone Church, Inc.

Article 2. Mailing Address. The principal address and mailing address of the Corporation is:

5614 Richardson Road  
Sarasota, Florida 34232-2231

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The purposes for which the Corporation is organized are the following:

A. This corporation is not organized for the private gain of any person. The specific purpose of this corporation is to operate an institution for religious worship without regard to race, color, creed, or place of residence according to the teachings of Jesus Christ. In furtherance of the purpose herein set forth, the corporation is hereby authorized and empowered to acquire, establish, and maintain all necessary, real and personal property and buildings as may be necessary to fully carry out all the activities of the corporation.

Prepared by: L. Howard Payne, Esq.  
Kirk Pinkerton  
720 South Orange Avenue  
Sarasota, Florida 34236  
(941) 364-2480  
Atty Bar #061952

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B. The general purpose for which this corporation is formed is to operate exclusively for such religious purposes as will qualify it as an exempt organization of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including for such purposes the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Membership. This corporation is organized upon a non-stock basis as in Chapter 617, Florida Statutes, as amended. The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, the voting and other rights and privileges of members and their liability for dues and assessments, if any, and the method of collection thereof, shall be regulated by the Bylaws.

Article 6. Registered Office and Agent. The street address of the Registered Office of the Corporation is 1530 Georgetowne Lane, Sarasota, Florida 34232, and the name of its Registered Agent at that address is Richard Gaines.

Article 7. Board of Directors. The powers of this corporation shall be exercised, and its property controlled and maintained by a Board of Directors. The number of Directors shall be between four (4) and seven (7), and shall be appointed by the Elders of the congregation. The terms of the Directors shall not be less than three (3) years and shall be effective until such time as a

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written resignation letter is delivered to the presiding Elder. In the event of death, moral failure or other reasons set forth in the Bylaws, a Director may be removed with majority agreement of the Elders and someone else appointed in their place. The Board of Directors shall have an annual meeting during the month of December at a time and place of the Directors' choosing. The President of the Board shall call other meetings of the Board as needed.

The names and residential addresses of the persons who will serve as the Board of Directors are:

<u>Name</u>	<u>Address</u>
Kenton Slabaugh, President	6107 56 <sup>th</sup> Terrace East Bradenton, Florida 34203
Gene Mathis, Vice President	3200 Spainwood Drive Sarasota, Florida 34232
Richard Gaines, Treasurer	1530 Georgetowne Lane Sarasota, Florida 34232
Robert Mullett	4731 10 <sup>th</sup> Street Sarasota, Florida 34232
Phyllis Pressley, Secretary	316 21 <sup>st</sup> Street East Bradenton, Florida 34208

Article 8. Incorporators. The names and residential addresses of the Incorporators are:

<u>Name</u>	<u>Address</u>
Eugene Mathis	984 Indian Beach Drive Sarasota, Florida 33580
James Rodgers	1124 Cedar Terrace Sarasota, Florida 33580

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Monice Rumph 1901 Grove  
Sarasota, Florida 33579

Nancy Butler 3141 Elmer Street  
Sarasota, Florida 33581

Myrtle Skaggs 1086 Putnam Drive  
Sarasota, Florida 33580

Article 9. Officers. The Officers of the corporation shall be: President, Vice-President, Secretary, and Treasurer. The President of the corporation shall also serve as the Presiding Elder of the congregation and shall oversee all meetings and actions of the Board of Directors. The Treasurer of the Board of Directors shall serve as the Chief Financial Officer of the corporation.

Article 10. Amendment of Bylaws. Subject to the limitations contained in the Bylaws and any limitations set forth by the State of Florida concerning not-for-profit corporations, the Bylaws of this corporation may be changed, altered, rescinded, added to, or new Bylaws may be adopted, at the request and initiation of the Board of Elders, and may be adopted by a two-thirds (2/3) vote of the Board of Directors.

Article 11. Dissolution. Upon dissolution or winding up of this corporation, its assets remaining after payment or provision for payment of all its debts and liabilities of the corporation shall be distributed to Cornerstone Church and Ministries, International, P.O. Box 1366, Harrisonburg, Virginia 22801, a Virginia not-for-profit organization dedicated to the same purposes as this corporation.

Article 12. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, after proposal by resolution

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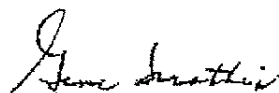
adopted by a two-thirds (2/3) majority vote of the Board of Directors at the request and initiation of the Board of Elders.

Article 13. Indemnification. The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law!"

These Amended and Restated Articles of Incorporation were approved by the vote of a two-thirds (2/3) majority of the Members on February 22, 2004. The number of votes cast for the amendment was sufficient for approval. .

Signed this 18 day of March, 2004.

  
KENTON SLABAUGH, Director

  
GENE MATHIS, Director

  
RICHARD GAINES, Director

  
ROBERT MULLET, Director

ACCEPTANCE BY REGISTERED AGENT

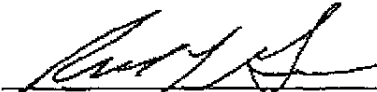
The undersigned hereby accepts the appointment as Registered Agent of Restoration Fellowship, A Cornerstone Church, Inc. which is contained in the foregoing Amended and Restated

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Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

DATED this 18th day of March, 2004.

  
\_\_\_\_\_  
RICHARD GAINES  
Registered Agent"

RESTORATION ART

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