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PLEASE ARRANGE FILING OF THE ATTACHED AMENDED AND RESTATED ARTICLES OF INCORPORATION AND RETURN A CERTIFICATION AND CERTIFICATE OF STATUS. THANK YOU.

BASIC AMENDMENT

NEW LIFE FELLOWSHIP INTERNATIONAL, INC.

Certificate of Status	1
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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

04 FEB 19 PM 4:10

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Amended & Restated

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
NEW LIFE FELLOWSHIP INTERNATIONAL, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned as a duly authorized officer of New Life Fellowship International, Inc., a Florida not for profit corporation (the "Corporation"), for the purposes of amending and restating the Articles of Incorporation of the Corporation, does hereby certify as follows:

I. The name of the Corporation is **NEW LIFE FELLOWSHIP INTERNATIONAL, INC.**

II. The Amended and Restated Articles of Incorporation were duly adopted by the directors and members of the Corporation at a special meeting dated February 16, 2004, and the number of votes cast at such meeting for the Amended and Restated Articles of Incorporation was sufficient for approval.

III. The Corporation's Amended and Restated Articles of Incorporation are as follows:

Article I
Name

The name of this Corporation is **NEW LIFE FELLOWSHIP INTERNATIONAL, INC.**

Article II
Principal Office and Address

The principal office address and the mailing address of this Corporation is 2740 E. Michigan Street, Orlando, Florida 32806.

Article III
Purposes and Objective

The general purposes for which this Corporation is organized are exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or, the corresponding provision of any future United States Internal Revenue Law.

The specific purposes of this Corporation are to involve all segments of the community to achieve the following objectives:

- a. To disseminate the Gospel of Jesus Christ and the Word of God, to the end that people may be evangelized and believers may be conformed to the image of Jesus Christ;

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- b. To regularly assemble together the members of this church for fellowship one with another both in large public congregations and in small groups in houses and other places, to worship God in Spirit and in truth and to cooperate in the building up of the whole body of Christ;
- c. To provide basic New Testament discipleship
- d. To involve every participant of this church in fellowship, activities and in the ministry of the Holy Spirit throughout the body of Christ;
- e. To strengthen the family unit so that the home life of each member is healthy and fruitful by Biblical standards;
- f. To pray for the needs of all people, for local and national leaders and governments, and for all that are in authority as instructed in I Timothy 2:1-3; and
- g. To equip believers to fulfill their respective functions as members of the body of Christ to bring the whole body of Christ to unity, maturity and completion (Ephesians 4:11-16).

Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Service Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

Article IV

Qualification of Members and Manner of Admission

The qualifications of membership and the amount of their admission shall be as follows:

- (a) Membership shall be eligible 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 the Corporation's constitution and bylaws.
- (b) Members shall be admitted by the Pastor of the Corporation presenting the names of those who apply for membership together with his recommendation to the Corporation's Board of Directors, who shall act upon said recommendation and render a final decision.

Article V

Term of Existence

The term of existence of this Corporation shall be perpetual.

Article VI
Management

The affairs of the Corporation are to be managed by a Board of Directors consisting of five persons who shall be nominated by the Pastor and shall be elected by the Deacon Board and ratified at the annual business meeting to be called during the first quarter of every year.

Article VII
Registered Agent

The Corporation's registered office shall be 5101 Jetsail Drive, Orlando, Florida 32812, and its registered agent at that office shall be Stephen D. Croley.

Article VIII
Dedication of Assets and Dissolution

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this Corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer of the Corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

Article IX
Amendment of Bylaws

Subject to the limitations contained in the Amended and Restated Articles of Incorporation and the limitations set forth in the Corporation's Not for Profit laws for the State of Florida, the Bylaws of the Corporation may be altered, rescinded, added to, or new Bylaws may be adopted by resolution of the Board of Directors.

Article X
Amendment of Amended and Restated Articles

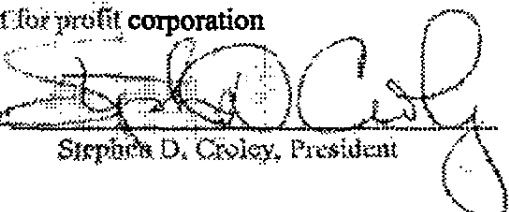
Amendments to these Amended and Restated Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the Bylaws of this Corporation.

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IN WITNESS WHEREOF, the undersigned duly authorized officer of this Corporation has executed the Amended and Restated Articles of Incorporation this 18th day of February, 2004.

NEW LIFE FELLOWSHIP INTERNATIONAL,
INC., a Florida
not for profit corporation

By


Stephen D. Croley, President