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BASIC AMENDMENT

ARTHUR J. AND MARIE H. WILLIAMS FOUNDATION, INC.

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TALLAHASSEE, FLORIDA

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Amended & Restated

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Articles

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 4, 1999

ARTHUR J. AND MARIE H. WILLIAMS FOUNDATION, INC.
1620 MAYFLOWER CT
APT B-415
WINTER PARK, FL 32792US

SUBJECT: ARTHUR J. AND MARIE H. WILLIAMS FOUNDATION, INC.
REF: 755369

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

The current name of the entity is as referenced above. Please correct your document accordingly.

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 document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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

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Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ARTHUR J. AND MARIE H. WILLIAMS FOUNDATION, INC.**

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as a director of **ARTHUR J. AND MARIE H. WILLIAMS FOUNDATION, INC.**, a Florida non-profit corporation, Florida Document Number 755369 (the "Corporation"), hereby submits the following Second Amended and Restated Articles of Incorporation for the purpose of amendment and restated in accordance with Section 617.1007, Florida Statutes, and certifies and attests that the amendments contained herein were unanimously adopted by the directors on September 28, 1999. Member approval is not required and was not obtained.

ARTICLE I
NAME AND ADDRESS

The name of this Corporation shall be **ARTHUR J. AND MARIE H. WILLIAMS FOUNDATION, INC.** with its principal office being located at and its mailing address being 1620 Mayflower Court, Apt. B-415, Winter Park, Florida 32792.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation commenced corporate existence on December 2, 1980, the date of the filing of the Articles of Incorporation with The Florida Secretary of State, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
PURPOSES AND GENERAL POWERS

This Corporation shall be organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), and in this connection, to glorify God and His Son, Jesus Christ. The following specific purposes are designed to indicate the direction of the application of the Corporation's funds and shall not act as a limitation of recipients of such giving:

- (i) promoting spiritual growth through the construction, ownership and operation of a chapel located on the premises of the Edgewood Children's Ranch, Inc. for the benefit of the children and their families staying at the Ranch and other groups in the community in need of spiritual guidance, and by maintaining the chapel and organizing religious prayer and service for such children, families and other groups;

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- (ii) actively operate and assist in the operation of various outreach programs designed to promote evangelism and spiritual growth both within the State of Florida and throughout the world; and
- (iii) supporting the ministries of various Christian organizations, namely the following organizations:

Campus Crusade for Christ
Child Evangelism of Florida
Child Evangelism of Orlando, Florida
Billy Graham Evangelistic Association
Edgewood Children's Ranch
Fellowship of Christian Athletes, Central Florida
Frontline Outreach, Inc., Orlando, Florida
Orlando Union Rescue Mission
Samaritan's Purse, Boone, North Carolina.

This list of Christian organizations may be amended or revised in the manner prescribed in the Bylaws of the Corporation.

This corporation shall not have any corporate stock and shall not operate for profit. This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."
- (b) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations

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of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act or by other applicable law within or without the State of Florida.

(i) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(k) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific, educational purposes or other similar purposes.

(l) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(m) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(n) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV MEMBERSHIP

The members of this not for profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

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ARTICLE V
REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 1620 Mayflower Court, Apt. B-415, Winter Park, Florida 32792, and the registered agent of the Corporation at that address shall be Arthur J. Williams. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have three (3) directors. The directors shall be elected and their number either increased or diminished from time to time as provided in the Bylaws. The names and street addresses of the current directors of this Corporation are:

Arthur J. Williams
1620 Mayflower Court, Apt. B-415
Winter Park, FL 32792

Larry Williams
300 Park Avenue North, Suite 201
Winter Park, FL 32789

Michael L. Williams
1235 Old Mill Road
Orlando, Florida 32806

Directors may be removed with or without cause.

ARTICLE VIII
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE IX
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent possible under law.

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ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XIII
PROHIBITIONS

The corporation shall not:

(a) Carry on propaganda, or otherwise attempt to influence legislation, nor participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.;

(b) Engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(c) Retain any excess business holdings as defined in Section 4943(c) of the Code;

(d) Make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code;

(e) Make any taxable expenditures as defined in Section 4945(d) of the Code; or

(f) Cause or allow any part of the net earnings of the corporation to 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 purposes set forth in Article III hereof.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

SENT BY:

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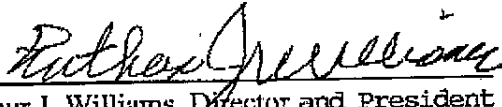
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ARTICLE XIV
DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

IN WITNESS WHEREOF, the undersigned hereby makes and files these Second Amended and Restated Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 28th day of September, 1999.


Arthur J. Williams, Director and President

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CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

ARTHUR J. AND MARIE H. WILLIAMS FOUNDATION, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office at 1620 Mayflower Court, Apt. B-415, Winter Park, Florida 32792, has named and designated Arthur J. Williams as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 28th day of September, 1999.



Arthur J. Williams
Registered Agent