

LAW OFFICES

769325

214 EAST ASHLEY STREET · JACKSONVILLE, FL 32202 · 904/354-8429 · FAX: 904/358-8492

February 19, 1999

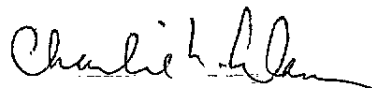
Thelma Lewis, Corporate Specialist Sup.
FLORIDA DEPARTMENT OF STATE
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Letter Number: 399A00004830
(Restated Articles of Incorporation - Friendly Temple Church
of God In Christ, Inc.)

Dear Ms. Lewis:

Pursuant to your letter of February 3, 1999, we are returning original and one (1) copy of Restated Articles of Incorporation for Friendly Temple Church of God In Christ, Inc., together with check in the amount of \$43.75, to cover costs.

Sincerely,



Charlie L. Adams

CLA/aj
Enc: As stated above

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Restated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 3, 1999

CHARLIE L. ADAMS, ESQ.
214 EAST ASHLEY STREET
JACKSONVILLE, FL 32202

SUBJECT: FRIENDLY TEMPLE INDEPENDENT CHURCH OF GOD IN
CHRIST, INC.
Ref. Number: 769325

Please entitle your document Restated Articles of Incorporation, Also put the present name of the corporation in the heading of the Restated Articles.

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.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 399A00004830

LAW OFFICES

214 EAST ASHLEY STREET · JACKSONVILLE, FL 32202 · 904/354-8429 · FAX: 904/358-8492

January 29, 1999

Florida Department of State
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, FL 32314

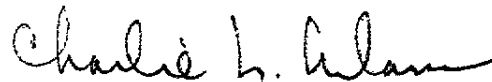
Re: Friendly Temple Independent Church of God In Christ, Inc.
Corporation #769325

Dear Sirs:

Enclosed please find original and one (1) copy of Articles of Incorporation for FRIENDLY TEMPLE CHURCH OF GOD & CHRIST, INC. These Articles change the name, officers and directors and registered agent (name and address).

Please advise as to additional costs, if any, for filing, certified copy and designation of registered agent.

Sincerely,



Charlie L. Adams

CLA/aj

Enc: As stated above

RESTATED ARTICLES OF INCORPORATION
OF

FRIENDLY TEMPLE INDEPENDENT CHURCH OF GOD IN CHRIST, INC.

FILED
99 FEB 22 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons and competent to contract, do hereby make, subscribe, acknowledge and file these Restated Articles of Incorporation for FRIENDLY TEMPLE INDEPENDENT CHURCH OF GOD IN CHRIST, INC., a corporation not for profit, pursuant to Florida Statutes, and respectfully request the Secretary of State to approve this incorporation under the following proposed Articles of Incorporation.

ARTICLE I - NAME

The new name of this corporation is FRIENDLY TEMPLE CHURCH OF GOD IN CHRIST, INC., a corporation not for profit.

ARTICLE II - TERM OF EXISTENCE

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purposes for which this non-profit corporation is organized are as follows:

(1) To sing, teach, preach, proclaim, publish, make known, distribute, and disseminate by oral, written or other means the Gospel of our Lord Jesus Christ, based upon and contained within the Word of God, the Holy Bible, as interpreted by those holding membership in this corporation for profit; (2) establishing, ordaining, commissioning, and administering domestic and foreign missionaries, ministers, chaplains, and christian workers who are in harmony with the purpose, doctrine, and policies of the corporation, and establishing and operating such other institutions, schools, etc., connected therewith; (3) establishing churches, schools, and other institutions connected with a christian, religious, educational, and charitable character; (4) to engage in, such other business or businesses as may be recommended by the Board of Directors and approved by a majority of members present.

ARTICLE IV - POWERS

To the end of the foregoing objectives and purposes, this corporation shall: (1) have the power to engage in such activities as shall not constitute business unrelated to its religious, charitable, literary, and educational purposes; (2) engage only in such activities as are permitted to be carried on by corporations whose income is exempt from taxation, and contributions to which are deductible pursuant to the Internal Revenue Code of 1954, or corresponding provisions of any future United States Internal Revenue Code; (3) any provision elsewhere in these Articles of Incorporation to the contrary, notwithstanding, this corporation shall not engage in, nor shall any of its assets be used or

applied to, activities which constitute carrying on of propaganda, attempting to influence legislation, or participating in or intervening in any political legislation, or participating or intervening in any political campaign on behalf of any candidate for public office; (4) not inure any part of its net earning or assets to the benefit of any private member, except for reasonable compensation for services actually rendered; (5) have the power to acquire, purchase, lease, and encumber the necessary real property to be used in connection with the objectives of this corporation, to erect necessary buildings thereon, and to do the things requisite or desirable to carry out the objectives of said corporation.

ARTICLE V - QUALIFICATIONS OF MEMBERSHIP

The qualifications of the members and the manner of their admission are as follows: Such persons shall be qualified to become members as shall be approved by a majority of the Board of Directors, and admissions to membership shall be by majority vote.

ARTICLE VI - SUBSCRIBERS AND INCORPORATORS

The names and residences of the subscribers and incorporators are:

REV. DANIEL BRINSON	2117 West 44th Street Jacksonville, FL 32209
VICTORIA BRINSON	2117 West 44th Street Jacksonville, FL 32209
SHELLY JOHNSON	2113 Tuskegee Road Jacksonville, FL 32209
CHARLES CORBITT	6775 Gasper Circle Jacksonville, FL 32219
RAYMOND WILLIAMS	9726 Avondale Avenue, West Jacksonville, FL 32208
HENRY SIMMONS	119 West 44th Street Jacksonville, FL 32208

ARTICLE VII - MANAGEMENT

The President of the corporation will manage the business of the corporation and shall have direct operational responsibility to the Board of Directors of the corporation. He shall be elected at the annual meeting of the Board of Directors of the corporation.

ARTICLE VIII - OFFICERS

The names of the officers who are to serve until the first election or appointment under these Articles of Incorporation are:

President	DAVID SMITH
Vice President	CHARLES CORBITT
Secretary	THERESA SMITH
Treasurer	THERESA SMITH

ARTICLE IX - DIRECTORS

The Board of Directors is that group of persons vested with the management of the business and affairs of this corporation, subject to the law, the Articles of Incorporation and the By-Laws.

The names and street addresses of the directors of this corporation, who shall hold office for the first year or until their respective successors are elected and have qualified, shall be:

DAVID SMITH	2117 West 44th Street Jacksonville, FL 32209
THERESA SMITH	2117 West 44th Stret Jacksonville, FL 32209
CHARLES CORBITT	6775 Gasper Circle Jacksonville, FL 32219
HENRY SIMMONS	119 West 44th Street Jacksonville, FL 32208

The number of directors of this corporation shall not be less than three (3) at any time. Until further amendment of the By-Laws, the number of directors presently will be three or more, or the number of directors may vary from time to time between a minimum of three and a maximum of seven, with the number to be determined by a majority vote to the membership present.

ARTICLE X - PRINCIPAL OFFICE ANE REGISTERED AGENT

The address of the principal office and registered agent of the corporation is: 2117 West 44th Street, Jacksonville, Duval County, Florida 32209. The name of the registered agent at such address is: CHARLES CORBITT.

ARTICLE XI - ACKNOWLEDGMENT OF REGISTERED AGENT

Said Registered Agent named in Article X hereof has executed the following acknowledgment accepting said office and agreeing to comply with the provisions of Chapter 48.091, Florida Statutes.

I, CHARLES CORBITT, having been named to accept service of process for the above stated corporation, at the place designated in Article X hereof, accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

I hereby am familiar with and accept the duties and responsibilities of Registered Agent for said corporation.

IN WITNESS WHEREOF, the undersigned being the Registered Agent of this non-profit corporation, executed this acknowledgment of Registered Agent, at the time of executing the Articles of Incorporation and understand same, on this 16th day of February, 1999.

Signed and sealed in our presence:

Charlie L. Gandy Charles Corbitt (SEAL)
Witness CHARLES CORBITT
[Signature]
Witness

ARTICLE XII - AMENDMENTS

The power to alter, amend, or repeal the Articles of Incorporation of this corporation is vested in the Board of Directors. Such action must be taken as specified in the Articles of Incorporation or pursuant to a resolution approved by a two-thirds (2/3) vote of the active membership.

ARTICLE XIII - MODIFICATION OF BY-LAWS

The By-Laws of this corporation are made by the Board of Directors and can be altered or rescinded by a two-thirds (2/3) vote of the Board of Directors.

ARTICLE XIV - DISSOLUTION

This corporation may be dissolved only pursuant to the agreement of two-thirds of the members present. In the event of such dissolution, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all 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 the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the membership shall determine. Any of such assets not so disposed of shall be disposed

of by the Circuit Court (or equivalent thereof) 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 the said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, being an officer of this non-profit corporation, executed these Restated Articles of Incorporation and certified to the truth of the facts herein stated, on this, the 16th day of February, 1999.



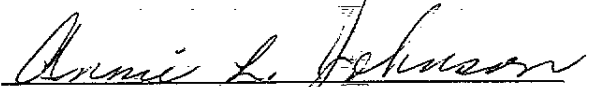
DAVID SMITH - President

STATE OF FLORIDA

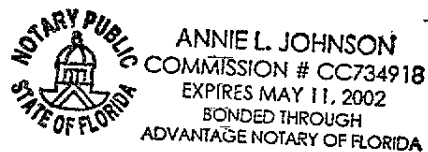
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared DAVID SMITH, CHARLES CORBITT and HENRY SIMMONS, who, after being each duly sworn, depose and say that they have affixed their names to the foregoing Articles of Incorporation of FRIENDLY TEMPLE CHURCH OF GOD IN CHRIST, INC., a non-profit corporation, as the original subscribers and incorporators to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal, at Jacksonville, Duval County, Florida, this 16th day of February, 1999.



NOTARY PUBLIC, State of Florida
County aforesaid
My Commission expires: 5/11/2002



CERTIFICATE

The Restated Articles of Incorporation require Amendment by membership majority vote. A meeting was held on Sunday, February 7, 1999, and said members were notified of the meeting and its purpose, by mail. The meeting was held on Sunday, February 7, 1999, and the number of votes cast for the Amendment were sufficient for approval.



DAVID SMITH - President