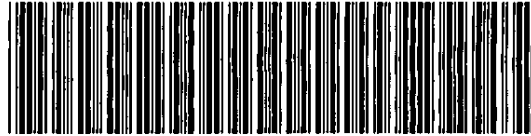


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(Requestor's Name)

(Address)

(Address)



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Good Shepherd V.M.O.M.
c/o Bishop David L. Phillips Sr.
417 Church Street
Cocoa, Florida 32922

Certified Copies _____ Certificates of Status _____

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AT
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 24, 2007

BISHOP DAVID L. PHILLIPS, SR.
417 PINEDA STREET
COCOA, FL 32922

SUBJECT: "GOOD SHEPHERD" UNITED HOUSE OF PRAYER
INCORPORATED
Ref. Number: F96000000838

We have received your document for "GOOD SHEPHERD" UNITED HOUSE OF PRAYER INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

THE CERTIFICATE OR OTHER DOCUMENT OF SIMILAR IMPORT EVIDENCING THE NAME CHANGE MUST COME FROM YOUR HOME STATE.

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) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 507A00005672



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 9, 2007

BISHOP DAVID L. PHILLIPS, SR.
417 PINEDA STREET
COCOA, FL 32922

SUBJECT: "GOOD SHEPHERD" UNITED HOUSE OF PRAYER
INCORPORATED
Ref. Number: F96000000838

We have received your document for "GOOD SHEPHERD" UNITED HOUSE OF PRAYER INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

PLEASE NOTE: ONLY THE PURPOSE FOR A FOREIGN NON-PROFIT CORPORATION CAN BE AMENDED. IT APPEARS YOU FILED AN AMENDMENT AMENDING THE PURPOSE ON FEBRUARY 10, 2003 ANY OTHERS CHANGES MUST BE INCLUDED IN A RESOLUTION FROM THE BOARD OF DIRECTORS ALONG WITH A \$35.00 FEE TO FILE TO MAKE CHANGES IN THE OFFICERS/DIRECTORS OR YOU CAN MAKE CHANGES ON THE 2007 ANNUAL REPORT. ALSO. PLEASE NOTE THAT THE INCORPORATOR CAN NOT BE AMENDED.

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) 245-6964.

**NOT FOR PROFIT CORPORATION
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**

(Pursuant to s. 617.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

F96000000838

(Document Number of Corporation (If known))

1. Good Shepherd United House Of Prayer, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Georgia
(Incorporated under laws of)

3. February 20, 1996
(Date authorized to conduct affairs in Florida)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**SECTION II
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the jurisdiction of incorporation: 4/2/07

5. Good Shepherd United House Of Prayer Ministries, Inc.
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)

6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.

N/A

(New duration)

N/A

(Date)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.

(New jurisdiction)

(Date)

8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.

To add Ministries to the existing name.

(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

David L. Phillips Sr.
DAVID L. PHILLIPS SR.
(Signature of the chairman or vice chairman of the board, president, or other officer - if in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

DAVID L. PHILLIPS SR.

(Typed or printed name of the person signing)

OVERSEER/CEO

(Title of person signing)

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF AMENDMENT NAME CHANGE

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

"GOOD SHEPARD" UNITED HOUSE OF PRAYER INCORPORATED

a Domestic Non-Profit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on 04/02/2007 changing its name to

GOOD SHEPHERD UNITED HOUSE OF PRAYER MINISTRIES, INCORPORATED

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said articles/ certificate of amendment.

WITNESS my hand and official seal of the City of Atlanta
and the State of Georgia on April 2, 2007




Karen C Handel
Secretary of State

GOOD SHEPHERD UNITED HOUSE OF PRAYER,
INC.
417 PINEDA STREET
COCOA, FLORIDA 32922
(321)631-4564

March 26, 2007

AMENDMENT FOR NAME CHANGE

1. Current name listed is Good Shepard United House of Prayer Incorporated.
2. The corporation request that the name be change to "Good Shepherd United House Of Prayer Ministries, Incorporated.
3. The Amendments were approved by the members and adopted on December 24, 2006.
4. The amendment was adopted by vote of the board of directors without members approval in that member approval was not required.
5. That publication of "Notice of Change of Corporate Name" will be published pursuant to O.C.G.A. 14-3-3-1005.1

Sincerely,

DAVID L. PHILLIPS SR.
CEO, INCORPORATOR,
President

ARTICLES OF AMENDMENT
of
Good Shepherd United House Of Prayer Ministries, Inc.

Article One

The name of the corporation is Good Shepherd United House of Prayer Ministries, Inc., voted and approved by the Board of Directors December 24, 2006.

Article Two

This is a non-profit Organization organized pursuant to the Georgia Non-profit Corporation Code.

Article Three

DURATION

This corporation will have perpetual duration.

Article Four

PURPOSE

Good Shepherd United House Of Prayer Ministries, Inc. is presently reaching out to the lost to draw them to Christ as well as those that need spiritual enrichment and counseling. Bible studies and worship services are held on regular weekly basis to help bring the communities and surrounding areas to a place of spiritual awareness. Our continual purpose is to reach those in prisons, drug-addicts, orphan and convalescent homes. The ministry also cares for those in need of food, clothing, job directing, advising, and guiding concerning life challenges.

1. Religious, Charitable, Educational and Ministry purposes.
2. To engage in any lawful activity and to exempt organizations under Section 501(C)(3) of the Internal Revenue Code.

3. Engage in any lawful activity for which religious organizations incorporated under the Non-Profit Corporation Code in Florida and Georgia may participate.

Article Five

DIRECTORS

The following names and addresses of each person is listed below is a Director on the board until changed, voted and passed by the Board of Directors;

1. David L. Phillips Sr. – President
1220 Hendry Ave. Cocoa, Florida 32922
2. Lekanjala D. Phillips – Vice-President
1220 Hendry Ave. Cocoa, Florida 32922
3. Delicia L. Phillips – Secretary/Treasurer
1220 Hendry Ave. Cocoa, Florida 32922
4. Cassandra M. Lucky – Director
4560 Elena Way Melbourne, Florida 32934
5. David L. Phillips Jr. – Director
1220 Hendry AVE. Cocoa, Florida 32922
6. Annastacia B. Grant – Director/Asst. Secretary
2373 Jupiter Blvd. Palm Bay, Florida 32908

Article Six

ELECTION OF DIRECTORS

The By-laws of this corporation state how directors are elected.

Article Seven

POWERS OF CORPORATION

The powers of this corporation, may exercise pursuant to the law, are not limited.

Article Eight

REGISTERED OFFICE AND AGENT

The address is 417 Pineda Street Cocoa, Florida 32922. The Registered agents of the corporation at such address are David L. Phillips Sr. and/or Lekanjala D. Phillips, 1220 Hendry Ave. Cocoa, Florida 32922.

Article Nine

INCORPORATORS

David L. Phillips Sr. 1220 Hendry Ave. Cocoa, Florida 32922
Lekanjala D. Phillips 1220 Hendry Ave. Cocoa, Florida 32922
Delicia L. Phillips 1220 Hendry Ave. Cocoa, Florida 32922
Cassandra M. Lucky 4560 Elena Way Melbourne, Florida 32922
David L. Phillips Jr. 1220 Hendry Ave. Cocoa, Florida 32922
Annastacia B. Grant 2373 Jupiter Blvd. Palm Bay, Florida 32908

Article Ten

REGULATION OF INTERNAL AFFAIRS

Provisions for the regulation of the Internal Affairs of this corporation include the following:

- (1) The relative rights or interests of the members of this corporation as among themselves shall be governed in accordance with the by-laws.
- (2) The property of this corporation, be disposed of for strictly charitable purposes to tax exempt organizations under 501(c)(3) of the Internal Revenue Code.
- (3) Membership in this corporation may be terminated upon a member's violation of the by-laws.

Article Eleven

FOUNDERS

David L. Phillips Sr.
Lekanjala D. Phillips
Larry Phelps
Linda Phelps

Article Twelve

SUBORDINATE POSITION

This corporation shall be subordinate to the authority of Good Shepherd United House of Prayer Ministries, Inc.

Article Thirteen

GOVERNING PROVISIONS

The by-laws and all amendments to articles shall govern the affairs of this corporation.

Article Fourteen

The qualifications and rights of the membership class are as follows:

1. Ask God for forgiveness of sins-repent.
2. Born again by the water(Jesus name) and the Holy Spirit.
3. Faithful membership under this ministry.
4. Person of integrity and trustworthy.
5. Must be consistently faithful in all services for 90 days and complete the New Membership Course.

Article Fifteen

Adoption of Articles of Incorporation

The Articles were adopted by the Board of Directors by resolution and voted on December 24, 2006.

(CEO, President) David L. Phillips Sr. David L. Phillips Sr.

(Vice-President) Lekanjala D. Phillips Lekanjala D. Phillips

(Secretary/Treasurer) Delicia L. Phillips Delicia L. Phillips

(Director) David L. Phillips Jr. David L. Phillips Jr.

(Director) Cassandra M. Lucky Cassandra M. Lucky

(Director) [Signature]

SECRETARIES DIVISION
CORPORATIONS
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