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ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

COPA JESUS, INC.



FIRST:

Amendment adopted: (To Article III-Purpose, being amended)

The period of the duration of this corporation shall be perpetual.

The purposes for which this corporation is formed and organized are as follows:

The corporation is organized and shall be operated exclusively for religious, charitable and educational purposes. In order to accomplish those objectives and to implement them, the corporation shall also have the power to do each and every one of the following:

- 1. To serve as the organizer and operator of tournaments for Christian soccer, and other sports.
- 2. To bring about unity and fellowship among Christians around the world;
- 3. To aid, support, maintain or assist, by gift, donation or otherwise, established religious, charitable and educational institutions and activities which are qualified under Section 501 (c) (3) of the Internal Revenue Code of 1954, or comparable sections of any future Internal Revenue Code, whose objects or purposes include, but are not limited to, any one or more, or all of the following:

- (a). Establishment of athletic events and fellowship.
- (b). The instruction or training of the individual for the purpose of developing his capabilities.
- (4). To solicit and accept voluntary contributions and to accept, receive and administer, for its exclusive purpose, cash and other property, whether the same be real, personal or mixed, by gift, grant, devise, trust instrument, bequest, exchange or otherwise;
- (5). To have and maintain such office or offices and related equipment as are necessary, convenient or expedient to administer the affairs of said corporation in the furtherance of the above mentioned purpose (s) and to do any and all other acts and things necessary, convenient or expedient both within and without the premises and both within and without the State of Florida in order to effectively receive, administer, manage, operate, disburse and control funds and/or property of any nature which the corporation may have, all in the furtherance of the above-mentioned exclusive purpose(s) of said corporation and do any and all other acts and things which may become necessary which are permitted under the laws of the State of Florida and under section 501 (c) (3) of the Internal Revenue Code.

Amendment adopted: (Adding new ARTICLE IX-Stock And Restricted Activities)

The corporation shall have no stated capital or capital stock. It is organized and shall be operated exclusively for religious, charitable and educational purposes, and not for financial gain. No part of the net earnings shall inure to the benefit of any shareholder or individual, and no part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including any publishing or distribution of statements) any political campaign on behalf of any candidate for public office, and any receipts of the corporation in excess of the expense of the conducting and operation thereof shall be applied by the Directors to carry out the purpose(s) of this organization and operation, as they, in their judgment, may deem wise.

The corporation shall not engage in any transaction, operation or otherwise which is specifically prohibited by the Internal Revenue Code or its regulations issued thereunder. The purpose(s) shall, at all times, be exclusively religious, charitable, and educational.

Amendment adopted: (Adding new ARTICLE X-Activities)

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 Internal Revenue Code, or corresponding section of any future federal tax code, or
- (B) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Amendment adopted: (Adding new ARTICLE XI -Dissolution and Distribution of Assets)

Upon the dissolution of the corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

SECOND: The date of adoption of the amendments was 1025 02.

THIRD: There are no members or members entitled to vote on the amendments. The amendments were adopted by the board of directors.

Signed:

Francisco Castellanos, President Director

Date:

OCT 25 02