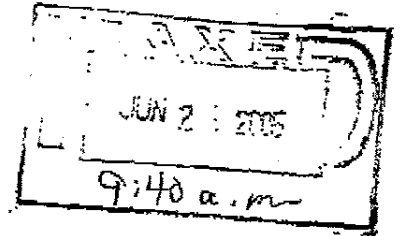


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**BASIC AMENDMENT**

**NEW LIFE WORSHIP CENTER OF SARASOTA INC.**

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

June 21, 2005

NEW LIFE WORSHIP CENTER OF SARASOTA INC.  
2105 WORRINGTON ST  
SARASOTA, FL 34231US

SUBJECT: NEW LIFE WORSHIP CENTER OF SARASOTA INC.  
REF: N01697

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.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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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Cheryl Coulliette  
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STATE OF FLORIDA  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NEW LIFE WORSHIP CENTER OF SARASOTA, INC.

Pursuant to Sections 617.1002 and 617.1007, Florida Statutes, this Florida corporation, desiring to amend and restate its Articles of Incorporation in their entirety which were filed on February 29, 1984, under the name of New Life Ministries Outreach, Inc., does certify as follows:

"Article 1. Name. The name of the Corporation is:

New Life Worship Center of Sarasota, Inc.

Article 2. Mailing Address. The mailing address of the Corporation is:

2105 Worrington Street  
Sarasota, Florida 34231

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. The purposes for which this nonprofit corporation is organized are exclusively for charitable, religious and educational 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 of 1986, as amended, and particularly, as follows: to sing, teach, preach, proclaim, publish, make known, distribute, and disseminate by oral, written, or other means the

Prepared by: L. Howard Payne, Esq.  
Kirk Pinkerton  
720 South Orange Avenue  
Sarasota, Florida 34236  
(941) 364-2480  
Atty Bar #061952

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Gospel of our Lord Jesus Christ and His kingdom and all truths based upon and contained within the Word of God, the Holy Bible, and interpreted by those holding membership in this corporation not for profit; providing scriptural fellowship and instruction among its members, preserving a clear, separated testimony against idolatry, apostasy, and corruption in this world, establishing, ordaining, commissioning and administration of domestic and foreign missionaries, ministers, chaplains and Christian workers who are in harmony with the purpose, doctrines and policies of the corporation; establishing and operating printing shops, publishing houses, presses, and other insitutions connected therewith to publish, record, make known, distribute and disseminate sheet music, music and song books, records, cassettes, CD's, and 8-track tapes, books, pamphlets, periodicals, leaflets and literature of all types and kiuds, singing, teaching, preaching and proclaiming the Gospel of our Lord Jesus Christ and His Kingdom and other truths, doctrines, teachings, and information contained in the Holy Bible; educating, teaching, counseling and instructing all people by any and all means, about the doctrines, teachings and information contained in the Holy Bible and derived from the historic Christian faith; establishing churches, schools and other institutions connected with a Christian, religious, educational, charitable and benevolent character to the end that all people may be instructed, counseled, guided and challenged concerning the doctrines of conduct and life taught in the Holy Bible and to engage in such other business or businesses, whether related thereto or not, as may be approved by the Board of Directors, provided only that such other business or businesses shall be for charitable, religious and educational purposes, such as will not affect the qualification of

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this corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

B. No part of the net earnings of the corporation shall 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 this Article 4. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 of 1986; or (b) by a corporation, contributions to which are deductible under Section 170(c)(3) of the Internal Revenue Code of 1986.

C. Upon the dissolution of the corporation, the Board of Directors shall, after making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation to Kenneth Hagin Ministries, Post Office Box 50126, Tulsa, Oklahoma 74150, or such other religious charitable organization as shall be selected by a majority vote of the Board of Directors.

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Article 5. Qualifications of Membership.

A. A mature person who acknowledges Jesus Christ as his Lord and Savior and is willing to work for the spread of His kingdom through New Life Worship Center of Sarasota, Inc., and who is willing to contribute time and money for this purpose may, upon request, be admitted to membership by vote of a majority of the Board of Directors.

B. The qualification of the members of the Board of Elders and the manner of their admissions are as follows: Such person shall be admitted to the membership in the Board of Elders upon approval by a majority of the present Board of Elders on majority vote.

C. The officers of the corporation shall be elected or appointed by the Board of Elders the first Tuesday of June of each calendar year.

Article 6. Subscribers and Incorporators.

A. The names and addresses of the subscribers and incorporators of the corporation are:

<u>Name</u>	<u>Address</u>
Richard Carr	464 South Creek Drive, Osprey, Florida 34229
Deanna Carr	464 South Creek Drive, Osprey, Florida 34229
Dianne Trefz	3233 North Seclusion Drive, Sarasota, Florida 34239

B. The names and addresses of the Directors of the corporation are:

<u>Name</u>	<u>Address</u>
Deanna Carr	464 South Creek Drive, Osprey, Florida 34229

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Nikki Stringer	1409 North Tamiami Trail, Nokomis, Florida 34275
Fred Davis	7358 Palomino Lane, Sarasota, Florida 34241
Fred Schneider	<u>3708 Riviera Drive, Sarasota, FL 34232</u>
Cynthia Wright	<u>657 Vanderbilt, Nokomis, FL 34275</u>

Article 7. Directors. The business of the corporation shall be managed by a Board of Directors consisting of three (3) or more persons; or the number of Directors may vary from time to time between a minimum of three (3) and a maximum of six (6) members, with the amount to be determined by the vote of two-thirds (2/3) of the incumbent Directors.

Article 8. Selection and Replacement of Directors. The business of the corporation shall be managed initially by a Board of three (3) Directors. The number of Directors may be, as provided by the Bylaws, increased or decreased, and may be selected or appointed as set forth in the Bylaws; the number of Directors presently will be three (3) or more or the number of Directors may vary from time to time between a minimum of three (3) and a maximum of six (6) members, with the amount to be determined by a vote of two-thirds (2/3) of the Elders.

Article 9. Registered Office and Agent. The street address of the Registered Office of the Corporation is 464 South Creek Drive, Osprey, Florida 34229, and the name of its initial Registered Agent at that address is Richard Carr.

Article 10. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Members is subject to this reservation.

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Article 11, Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law."

These Amended and Restated Articles of Incorporation were approved by the Board of Directors on June 15, 2005. There are no members entitled to vote on this Amendment and Restatement.

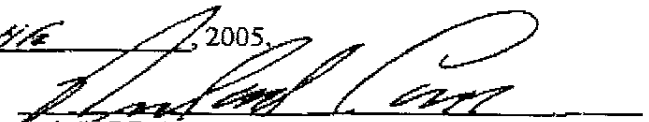
Signed this 15 day of JUNE, 2005.

  
RICHARD CARR, President

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of New Life Worship Center of Sarasota, Inc. which is contained in the foregoing Amended and Restated Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

DATED this 15 day of JUNE, 2005.

  
RICHARD CARR  
Registered Agent