

**JONES
FOSTER
JOHNSTON
& STUBBS, P.A.**
Attorneys and Counselors

NO2000000030

Flagler Center Tower, Suite 1100
505 South Flagler Drive
West Palm Beach, Florida 33401
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Trent S. Kiziah, Esquire
Direct Dial: (561) 650-0416
E-mail: tkiziah@jones-foster.com

May 13, 2002

VIA CERTIFIED MAIL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: New Hope In Christ International Ministries, Inc.

Dear Sir or Madam:

Regarding the above referenced Non-Profit Corporation, enclosed are the following:

1. Revised and Restated Articles of Incorporation;
2. Registered Agent Designation; and,
3. Check payable to the Florida Department of State in the amount of \$78.75 representing the \$35.00 filing fee, the \$35.00 Registered Agent Designation fee, and the \$8.75 fee for a certified copy of the Revised and Restated Articles of Incorporation.

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-05/16/02--01038--007
*****78.75 *****78.75

Upon filing, please forward the certified copy of the document to me in the envelope provided.

If you should have any questions or require further information, please feel free to contact me.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By: _____

Trent S. Kiziah

Enclosures

cc: Edson Souza (w/ encls.)

Amended & Restated

FILED
02 JUN 10 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 11 2002



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 21, 2002

TRENT S. KIZIAH
JONES, FOSTER, JOHNSTON & STUBBS, P.A.
P.O. BOX 3475
W. PALM BEACH, FL 33402-3475

SUBJECT: NEW HOPE IN CHRIST INTERNATIONAL MINISTRIES, INC.
Ref. Number: N02000000030

We have received your document for NEW HOPE IN CHRIST INTERNATIONAL MINISTRIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

✓ Please entitle your document Amended and Restated Articles 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.

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) 245-6869.

Teresa Brown
Corporate Specialist

Letter Number: 402A00032717

RECEIVED
02 JUN 10 AM 8:18
DIVISION OF CORPORATIONS

**JONES
FOSTER
JOHNSTON
& STUBBS, P.A.**
Attorneys and Counselors

Flagler Center Tower, Suite 1100
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Trent S. Kiziah, Esquire
Direct Dial: (561) 650-0416
E-mail: tkiziah@jones-foster.com

June 5, 2002

VIA CERTIFIED MAIL

Florida Department of State
ATTN: Teresa Brown/Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: New Hope In Christ International Ministries, Inc.
Letter Number: 402A0032717

Dear Ms. Brown:

Regarding the above referenced Non-Profit Corporation, enclosed are the following:

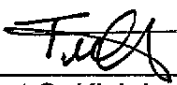
1. Amended and Restated Articles of Incorporation; and
2. Secretary's Certificate.

Also enclosed is a copy of your letter dated May 21, 2002, whereby you are holding our filing fee of \$78.75. Upon filing, please forward the certified copy of the document to me in the envelope provided.

If you should have any questions or require further information, please feel free to contact me.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By: 
Trent S. Kiziah

Enclosures
cc: Edson Souza (w/ encls.)

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
NEW HOPE IN CHRIST INTERNATIONAL MINISTRIES, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED
02 JUN 10 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person acting as incorporator of a Corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the Corporation:

Article I

The name of the Corporation is NEW HOPE IN CHRIST INTERNATIONAL MINISTRIES, INC.

Article II

The Corporation shall have perpetual duration.

Article III

The Corporation is organized exclusively for charitable, educational, and scientific 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 (or the corresponding provision of any future United States Internal Revenue Law).

Article IV

The Corporation shall have no members. Control of the Corporation shall rest in the Board of Directors.

Article V

The street address and mailing address of the office of the Corporation is c/o Thornton M. Henry, Esq., Jones, Foster, Johnston & Stubbs, P.A., 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401. The name and address of its initial registered agent is Thornton M. Henry.

Article VI

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors by majority vote. The number of Directors of the Corporation shall be five, provided, however, that that number may be changed by a by-law duly adopted but at all times at least be three in number.

The Directors named herein as the first Board of Directors shall hold office until 9:00 a.m. on the first Tuesday in February, 2003, or such other time as determined by the Board of Directors, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of a year until the next annual meeting of the Board of Directors following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 9:00 a.m., on the first Tuesday in February of each year, or such other time as determined by the Directors, at the principal office of the Corporation, or at any other place or places designated by the Board of Directors by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the Directors individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this Corporation authorize the Directors to act in this manner. This statement shall be prima facie evidence of the Directors' authority.

The names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Edson Souza	3050 Presidential Way, #204 West Palm Beach, FL 33401
Donald Harp	3050 Presidential Way, #204 West Palm Beach, FL 33401
Dr. Robert Bryan	Crichton College 6655 Windchester Road Memphis, TN 38175
Timothy Dickerson	1127 Pointe Newport Terrace Apt. 209 Casselberry, FL 32707
Robert Wharton	1633 Torrington Drive Memphis, TN 38018

Article VII

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Edson Souza	3050 Presidential Way, #204 West Palm Beach, FL 33401

Article VIII

The Board of Directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the By-Laws of this Corporation authorize the Directors to elect. Initially, officers shall be elected at the first annual meeting of the Board of Directors. Until that election is held, the following persons shall serve as corporate officers:

Edson Souza	President
Robert Wharton	Vice President
Donald Harp	Treasurer and Secretary

Article IX

Subject to the limitations contained in the By-Laws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, the By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted by a majority of the Board of Directors.

Article X

The property of the corporation is irrevocably dedicated to charitable purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. 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 or in opposition to 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 (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).

Article XI

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or Corporation which is organized and operated exclusively for charitable or, educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. In addition:

1. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal revenue code.

Article XIII

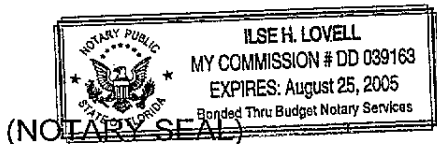
Amendments to these Articles of Incorporation may be proposed by the Board of Directors at the annual meeting or a specially called meeting or by a resolution adopted by the Board of Directors and presented to a quorum of the Board of Directors for their vote. A vote of at least two-thirds of the Board of Directors is required for an Amendment to be adopted.

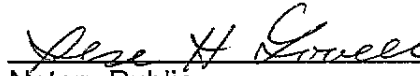
I, the undersigned, being the incorporator of this Corporation, for the purpose of forming this Not For Profit Charitable Corporation under the Laws of Florida, have executed these Articles of Incorporation on June 5, 2002.


Edson Souza, by Don Harp

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 5th day of June, 2002 by Don Harp, for Edson Souza, the incorporator, who is personally known to me or who has produced a driver's license as identification and who did take an oath.




Notary Public
Print Name: Ilse H. Lovell
My Commission Expires: 8/25/05

N:\tmh\21774-1\amend restated articles.DOC


SECRETARY'S CERTIFICATE

I, the undersigned Secretary of NEW HOPE IN CHRIST INTERNATIONAL MINISTRIES, INC. a Florida not for profit corporation, do hereby certify that the following is a true and correct excerpt from the Joint Director's and Members Action by Consent of said corporation dated May 13, 2002:

"RESOLVED, that, effective on the date of filing with the Department of State of Florida, the Certificate of Incorporation of NEW HOPE IN CHRIST INTERNATIONAL MINISTRIES, INC., which was approved and filed in the office of the Secretary of State at Tallahassee, Florida, on December 31, 2001, be amended and restated in its entirety to eliminate members from the corporation. The appropriate officers of the corporation are authorized to execute the Amended and Restated Articles of Incorporation and see to its filing with the Secretary of State of Florida."

Dated this 5 day of June, 2002.

(CORPORATE SEAL)


DONALD HARP,
Secretary of NEW HOPE IN CHRIST
INTERNATIONAL MINISTRIES, INC.