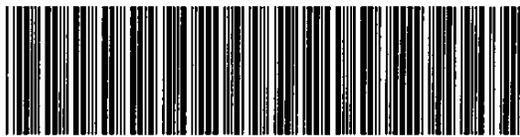


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COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: NEW BEGINNINGS NET -2- SUCCESS, INC.

DOCUMENT NUMBER: N02000007486

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

James A. Thomas
(Name of Contact Person)

New Beginnings Net -2- Success, Inc.
(Firm/ Company)

6414 NE 27th Ave
(Address)

Gainesville, Florida 32609
(City/ State and Zip Code)

For further information concerning this matter, please call:

James A. Thomas at (352) 376-2115
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

EFFECTIVE DATE
12-10-06

New Beginnings Net -2- Success, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

NO2000007486

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

same

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article III -Corporate purpose (a) line 1, remove the word (non-sectarian
replace with (faith-based), delete the word counsel

* Article VII -Board of Directors, section 3 - delete the name/address
Charley Jordan, Jr, replace with name/address of Jackie Reynolds

* Article VIII- Officers, delete the name/address of Charley Jordan, Jr.
replace with name/address of Jackie Reynolds

* Article X - Amendment to Articles, section 1 - Add expanded
language (see attached amended copy of Articles)

(Attach additional pages if necessary)
(continued)

RESOLUTION TO AMEND ARTICLES OF INCORPORATION

FOR

NEW BEGINNINGS NET-2-SUCCESS, INC.

WHEREAS, at the November 12, 2006 Board of Directors meeting, the board voted to amend its articles of incorporation, dated March 26, 2005.

WHEREAS, these changes have been incorporated into the articles of incorporation of the New Beginnings NET-2-SUCCESS, INC.

WHEREAS, Article X of the current articles of incorporation allows for alteration, amendment, or repeal of these articles of incorporation of NEW BEGINNINGS NET-2-SUCCESS, INC. by resolution of the Board of Directors.

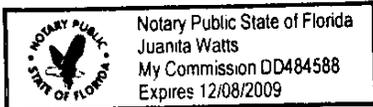
BE IT RESOLVED, that on this 12th day of November 2006, that the majority of a quorum of the Board of Directors affirmatively voted to adopt, effective immediately, the altered and amended articles of incorporation for NEW BEGINNINGS NET-2-SUCCESS, INC. as attached.

Jacelin Reynolds
Signature of President, or other Officer

Jacelin Reynolds
Typed or Printed Name

Pastor / President
New Beginnings Net-2-Success, Inc.
Organizational Title

11/12/06
Date



Juanita Watts

AMENDED AND RESTATED

**Articles of Incorporation
Of
New Beginnings Net -2 -Success, Inc.
(A Florida Not For Profit Corporation)**

ARTICLE 1- CORPORATE NAME:

Section 1. The name of this corporation shall be: NEW BEGINNINGS NET -2- SUCCESS, INC., a Florida Corporation Not For Profit.

ARTICLE II - REGISTERED OFFICE & AGENT:

Section 1. The post office address of the principal office of the Corporation in the State of Florida shall be 2800 N. E. 59th St., Gainesville, Florida 32609. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

Section 2. James A. Thomas at the following address, 6414 N. E. 27th Ave. Gainesville, FL 32609 shall serve as its registered agent. As registered agent, he agrees to accept services of process; to keep the office open during prescribed hours; and to post his name in some conspicuous place in the office as required by law.

ARTICLE III - CORPORATE PURPOSE:

Section 1 The primary purpose(s) for which this Not For Profit Corporation is formed are:

- (a) To provide charitable and Faith-based information and advise to minority entrepreneur, with emphasis on low to middle income individuals, seeking to provide a safety net for those who would otherwise not be eligible to take advantage of other existing community economic empowerment programs.
- (b) Seek ways to help disadvantaged individuals with the knowledge they will need to start and sustain a successful business enterprise.
- (c) To provide support systems for under employed teenage working mothers while learning new marketable employment skills and training.
- (d) Establish net -works and partnerships within community groups, business leaders, educational institutions, private and non-profit organizations to obtain useable computers for refurbishing and system upgrades as well as other technical and in-kind donations and service.
- (e) Establish a computer lab for training clients in the use of popular computer software at the employable skills level.
- (f) The placement of refurbished computer systems into the homes of disadvantaged individuals along with gift Internet subscription through grants applications, private and public donations.
- (g) Formation of partnerships for job information and career referral of clients.
- (h) Provide a bridge of re-entry into the mainstream of life for the homeless and ex-offenders. Our ultimate goal is to offer and promote positive education and developmental programs that will meet the economic needs of our community.

- (I) To receive voluntary contributions, gifts, grants of money and property of every kind, or other forms of gifts and to administer the same for the charitable purposes and goals of the Corporation.

ARTICLE IV - GENERAL POWERS:

Section 1 The general powers that the Corporation shall have are:

- (a) To hold funds solely and exclusively for the purposes as set forth in these articles of Incorporation;
- (b) To delegate power or powers where such is deemed in the interest of the Corporation;
- (c) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objectives and purposes set forth in the articles of Incorporation and not forbidden by the laws of the State of Florida;
- (d) To pay taxes and other charges, if any, on or against property owned or accepted by the Corporation;
- (e) To borrow money and from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Corporation for monies borrowed or in payment for property acquired or for any other purposes of the corporation and to secure the payment of such obligation by mortgage, pledge or other instrument or trust; or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Corporation wherever situated; and
- (f) In general, to have all powers conferred upon a Corporation not for profit by the laws of Florida, except as prohibited herein.

ARTICLE V - MEMBERSHIP:

Section 1. Classes of membership of this Corporation shall be as set out in the Bylaws.

ARTICLE VI - EXISTENCE:

Section 1 The Corporation shall have perpetual existence.

ARTICLE VII - BOARD OF DIRECTORS:

Section 1 The affairs and property of this Corporation shall be managed and governed by the Board of Directors.

Section 2 The number of Directors of this Corporation shall be not less than five (5) and no more than nine (9).

Section 3 The following persons shall constitute the Board of Directors for the establishment of this Corporation.

Jackie Reynolds	P. O. Box 1218, Alachua, Fl 32616
Amos Watts, Sr.	905 N.E. 26th Terrace, Gainesville, Fl 32641
George Watts	2519 N. E. 71st St., Gainesville, Fl 32609
Columbus Rollins, Sr.	7015 N. E 27th Ave., Gainesville, Fl 32609
Amos Watts, Jr.	905 N. E. 26th Terrace, Gainesville, Fl 32641
Audo Alford, Sr.	2941 N. W. 68th Ave, Gainesville, Fl 32653
LeRoy Brown, Jr.	P.O. Box 2282, Gainesville, Fl 32602
Willie Baker	2881 S. E. 19th Ave, Gainesville, Fl 32641
Juanita Watts	905 N.E. 26th terrace, Gainesville, Fl 32641

ARTICLE VIII - OFFICERS:

Section 1 All officers shall be elected by the Board of Directors in accordance with the Bylaws at the regular annual meeting of the Corporation.

Section 2 The Board of Directors shall elect from among the Board of Directors a President, Vice-President, Secretary and Treasurer.

Section 3 _The names of the original officers of the Corporation shall be:

Jackie Reynolds, P.O. Box 1218, Alachua Fl, 32616- **President**
Amos Watts, Sr., 905 N.E. 26th terrace Gainesville, Fl 32609-**Vice President**
Juanita Watts, 905 N.E. 26th terrace, Gainesville Fl 32609-**Secretary**
Audo Alford, 2941 N. W. 68th Ave, Gainesville, Fl 32653 -**Treasurer**

ARTICLE IX - BYLAWS:

Section 1. The Board of Directors shall adopt Bylaws consistent with these Articles.

Section 2. The Board of Directors, by a two-thirds majority vote of those in attendance, shall also have the power to make, alter or rescind any Bylaws on behalf of the Corporation.

ARTICLE X - AMENDMENT TO ARTICLES OF INCORPORATION:

Section 1. These Articles may be altered, amended or repealed by resolution of the Board of Directors. The affirmative vote of a majority of the members, at a meeting of the Board of Directors at which a quorum is present shall be required for the approval and adoption of any amendment to these Articles of Incorporation and any resolution of dissolution of the Corporation.

ARTICLE XI-MISCELLANEOUS

Section 1 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth. 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 1954 (or the corresponding provision of any future United States Internal Revenue law) or
- (b) (b) By a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue code.)

Section 2 Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 © (3) of the internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or a state or local government, for public purpose.

Section 3 In the conduct of the corporation:

- (a) The property of the Corporation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in this article.
- (b) No substantial part of the activities of the Corporation shall exist of carrying on propaganda, or otherwise attempting to influence legislation: nor shall it in any manner or to any extent participate in, or intervene I (including the publishing or distribution of statements) any political campaign or behalf of any candidate for public office: nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.
- (c) The Corporation shall not:
 - (1) Operate for the purpose of carrying on a trade or business for profit
 - (2) Accumulate income, invest income, or divert income, in any manner endangering its exempt status: or
 - (3) Except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the Corporation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

James A. Mason
Signature / Registered Agent

11-12-06
Date

Jaehue Reynolds
Signature / Incorporator

11/12/06
Date

IN WITNESS WHEREOF, the said subscriber has hereto set his hand and seal this 12
Day of November, 2006

Signed, seal and delivered
in our presence as witnesses:

Helli J. Baker

Andre R. Alford, Sr.

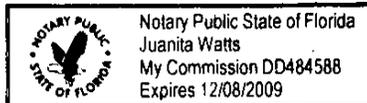
STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing articles of Incorporation was acknowledged before me this 12 day of
November, 2006 by James A. Thomas

Notary Public, State of Florida
at Large

My commission Expires:

Juanita Watts



The date of adoption of the amendment(s) was: 11-12-06

Effective date if applicable: 12/10/06
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Jaerie Reynolds
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Jaerie Reynolds
(Typed or printed name of person signing)

Pastor / President
(Title of person signing)

FILING FEE: \$35