

NO 2166
CLIFTON H. RODRIQUEZ, C.P.A., P.A.

Certified Public Accountant & Management Consultant

Managing Director: Clifton H. Rodriguez, C.P.A.

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April 23, 1998

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Karen Gibson

800002506218--5
-04/30/98--01013--017
*****35.00 *****35.00

Re: **T.O.P. Ministries, Inc.-Amendment of Articles**

Dear Karen:

CORP AMND
We would like to file the following articles of amendment on behalf of our client, T.O.P. Ministries, Inc. The amendments to the articles are necessary because management wants to apply for the 501(c)(3) tax exemption.

We are hereby amending the articles to include to the critical articles required by the 1986 Internal Revenue Code (I.R.C).

Your cooperation and promptness in handling this matter would be most appreciated.

Yours very cordially,

Validated after check REC. RECEIVED
CLIFTON H. RODRIQUEZ, C.P.A., P.A.

Clifton H. Rodriguez
Clifton H. Rodriguez, M.B.A., C.P.A., C.I.A.

cc: Dr. Samuel G. Ellis
Mrs. Carolyn Ellis
Mrs. Sharon Clarke

Enclosure(s)

CHR/tbr

AM DEB 5/1

ARTICLES OF AMENDMENT

of

T.O.P. MINISTRIES, INC.

FILED
98 APR 27 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, Samuel G. Ellis, President & Chairman of the Board; Carolyn Ellis, Vice President & Director, and Sharon Clark, Corporate Secretary, Treasurer and Director of T.O.P. Ministries, Inc, a Florida non-profit corporation, do hereby certify that a meeting of the members of said corporation, duly called and held in the City of Ft. Lauderdale, Florida on 4-19, 1998, at which meeting a majority of the members were present in person or by proxy, resolutions as hereinafter set forth were adopted by a majority vote of said members. The number of votes for the amendment was sufficient for approval.

RESOLVED, that Article IX is hereby amended to read as follows:

Article IX-Prohibition of the Organization

No part of the net earnings of the organization 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 purpose of set forth in the preceding articles hereof. Notwithstanding any other provision of these articles, this organization 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.

RESOLVED, that Article X is hereby amended to read as follows:

Article X-Dissolution of the Corporation

Upon dissolution of the corporation and organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 purpose. Any such assets not so disposed of shall be disposed of by court of competent jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

EXECUTED this 20th day of April, 1998

Samuel G. Ellis, Pres.
Samuel G. Ellis, President & Chairman

Carolyn F. Ellis
Carolyn Ellis, Vice President & Director

Sharon A. Clark
Sharon Clark, Corporate Secretary, Treasurer and Director

STATE OF FLORIDA)

: SS

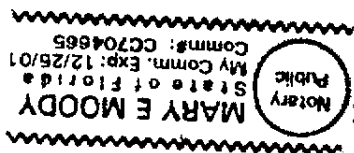
COUNTY OF BROWARD)

Personally appeared before me, the undersigned authority, Samuel G Ellis, Carolyn Ellis and Sharon Clarke, who are known to me to be the persons who executed the foregoing Articles of Amendment of T.O.P. Ministries, Inc., a non-profit corporation and they acknowledged before me that they subscribed to these Articles in good faith, for the purpose and uses set forth herein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20 day of April 1998.

Mary E Moody
Notary Public, State of Florida

My Commission Expires:



MARY E MOODY
Printed Name