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May 24, 2004

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

via UPS 2nd Day Air

Re: The Church of Abounding Grace, Inc.

Ladies and Gentlemen:

Enclosed are three (3) original copies of the Amended and Restated Articles of Incorporation of ***The Church of Abounding Grace, Inc.***, a Florida corporation. The amendment was approved by the corporation's Board of Directors and members in accordance with applicable Florida nonprofit law. A check made payable to the Florida Department of State in the amount of \$35 is enclosed to cover the cost of filing and processing the filing.

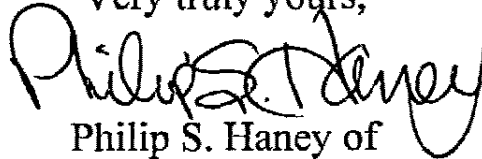
Please return a copy of the certificate to Amended and Restated Articles of The Church of Abounding Grace, Inc., reflecting the appropriate file-stamp of the Department of State, in the enclosed self-addressed, stamped envelope.

May 24, 2004

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For any questions you may have about this filing or the contents of the amendment, by all means call the undersigned (918.744.1023) at your earliest convenience. Thank you for attention to these matters and for the anticipated courtesies of your office.

Very truly yours,

A handwritten signature in black ink, appearing to read "Philip S. Haney". The signature is fluid and cursive, with the first name "Philip" being the most prominent.

Philip S. Haney of
PHILIP S. HANEY ASSOCIATES

PSH:kao

Enclosures

**CERTIFICATE
TO
AMENDED AND RESTATED ARTICLES
OF
THE CHURCH OF ABOUNDING GRACE, INC.**

FILED

04 MAY 27 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A Florida Corporation Not for Profit)

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is:

The Church of Abounding Grace, Inc.

SECOND: The corporation originally was incorporated in the state of Florida effective May 5, 2003.

THIRD: The document number of the corporation is N03000004050.

FOURTH: The following amendments to the articles of incorporation were adopted by the corporation:

See attached Amended and Restated Articles of Incorporation

FIFTH: There are no members entitled to vote on the amendments and, accordingly, the amendments were adopted by the board of directors of The Church of Abounding Grace, Inc. on the 24th day of May, 2004.

DATED this 24th day of May, 2004.

The Church of Abounding Grace, Inc.

By:


John J. Wagner, President

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE CHURCH OF ABOUNDING GRACE, INC.**

(a Florida corporation not-for-profit)

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following amended and restated articles of incorporation.

**ARTICLE I
CORPORATE NAME**

The name of the corporation is:

THE CHURCH OF ABOUNDING GRACE, INC.

**ARTICLE II
DURATION**

The period of duration of the corporation is perpetual, unless dissolved according to law.

ARTICLE III
CORPORATE PURPOSES; POWERS; RESTRICTIONS

The primary purposes of the corporation shall be to reach the lost who have not yet found the Lord Jesus Christ, and to serve those who have found the Lord Jesus Christ, fulfilling the great unfinished commission of the Lord.

The corporation is organized and operated exclusively for religious, charitable and educational purposes and activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law. Such purposes shall include the following:

- (a) Preaching and/or proclaiming the Gospel of our Lord and Savior Jesus Christ, throughout the world, without hindrance or unrequested regulation by (i) any city, county, state or federal government; (ii) denominational affiliation or structure; or (iii) any church or theocratic entity, body or regulation.
- (b) Endorsing the commission of Jesus Christ as is given in the Gospel according to St. Matthew 28:19-20.
- (c) Engaging in and being supportive of Christian education, social services and other charitable endeavors where there is no conflict or compromising of the teachings of our Lord and Savior Jesus Christ.
- (d) Propagating the Gospel of Jesus Christ by the medium of printed literature, news media, and/or any other sources open and/or made available for the presentation of the gospel to the world.

- (e) Serving as an independent, nondenominational Christian church of worshipers, believers and other members and visitors in the state of Florida, and beyond, pursuant to the church's independent, nondenominational government structure, addressing the needs of its membership through Christian worship and ministry.
- (f) Acquiring and holding such property, either real or personal, for church purposes, as may be necessary for its membership and the worship of God.

2. As a means of accomplishing the above purposes and methods, the corporation shall have the following powers:

- (a) Receiving and accepting gifts of money and property and to hold the same for any of the purposes of the corporation and its work.
- (b) Raising and assisting in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.
- (c) Acquiring, owning, leasing, mortgaging and disposing of property, both real and personal.
- (d) Conducting and carrying on religious services and instruction through the public media, including electronic broadcasting, radio, telecasting, microwave distribution, closed circuit transmission, cable television, computer or internet transmission and other available media and means for such religious communications.

- (e) Accepting property and donations in trust for religious or charitable purposes.
- (f) Acquiring, holding, owning, selling, assigning transferring, mortgaging, pledging, or otherwise disposing of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic, or foreign, as investments or otherwise, in carrying out any of the purposes of the corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.
- (g) Licensing, ordaining, and setting forth ministers, pastors, evangelists, singers, and musicians in the ministry to provide training, counseling and education services necessary for the ministry, provided such persons are recommended by appropriate procedures as set forth in the corporation's bylaws, and that such persons complete appropriate training programs as established by the church operated by the corporation.

3. In the conduct of the affairs of the corporation:

- (a) The property of the corporation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the net 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 consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on 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 a 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 purposes of the corporation.

(d) The corporation's operations are to be conducted principally in the United States of America; the corporation also may conduct operations in foreign countries, subject, however, to the laws of the state of Florida.

ARTICLE IV
INDEMNIFICATION OF CORPORATION
DIRECTORS AND OFFICERS

Any director, officer, former director or former officer of the corporation shall be indemnified by the corporation for expenses and costs (including attorneys' fees) actually and necessarily incurred by him or her in connection with any claim asserted against him or her by reason of being or having been such a director or officer, except in relation to matters as to which he or she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought, all as provided in the Florida statutes or the bylaws of the corporation.

ARTICLE V
MANAGEMENT OF CORPORATE AFFAIRS

The powers and business affairs of the corporation shall be exercised and managed by or under the authority or direction of the corporation's Board of Directors. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the corporation.

ARTICLE VI
ELECTIONS-GOVERNING BOARD

The manner in which the directors of the corporation shall be elected or appointed shall be governed by the provisions of the bylaws of the corporation. The mere regular attendance of the corporation's church services and regular financial support of the church as a congregant of the church shall in no way entitle any person to become a member of the Board of Directors, or to participate in the government of the church or corporation as a director.

ARTICLE VII
CORPORATE NATURE

The corporation is organized under a non-stock basis.

ARTICLE VIII
MEMBERS

The corporation shall not have voting members and shall be governed exclusively by its Board of Directors.

ARTICLE IX
ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of directors or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the directors or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the corporation within sixty (60) days after the date of the earliest dated consent delivered to the corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the corporation's principal place of business, the consent must be addressed to the president or principal executive officer of the corporation.

The corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

The telegram, telex, cablegram or similar transmission by a director or committee member, or photographic, facsimile or similar reproduction of the signed writing is to be regarded as being signed by the director or committee member.

ARTICLE X
LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the corporation for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the state of Florida.

ARTICLE XI
AMENDMENTS

Amendments to these articles of incorporation may be adopted by a majority of the directors in the manner set forth in the bylaws of the corporation.

ARTICLE XII
NONDISCRIMINATION

No person on the grounds of race, color, sex or national origin shall be excluded from admission to any program or activity established by the corporation or by any church established or operated by the corporation, nor shall any person on such grounds be excluded from participation in, or be denied the benefits of, or otherwise subjected to discrimination under, any program or activity of the corporation or church.

ARTICLE XIII
MISCELLANEOUS

(a) Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on:

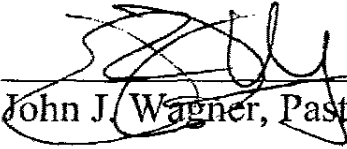
- (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) or,
- (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

(b) In the event of the dissolution of the corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the directors of the corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such directors, for any other such purpose. Any of such assets not so disposed of shall be disposed of by the district court 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.

Dated this 24th day of May, 2004.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of The Church of Abounding Grace, Inc.

**THE CHURCH OF ABOUNDING
GRACE, INC.**

By:  ~~Pastor/President~~
John J. Wagner, Pastor/ President