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St. Elizabeth Praise 'N Worship Center COGBF, Inc. 1218 Old Apopka Road Apopka, FL 32704

March 8, 2004

Department of State Division of Corporations & Corporate Filings P. O. Box 6327 Tallahassee, FL 32314

Dear Division of Corporations:

Enclosed please find the Amended Articles of Incorporation for St. Elizabeth Praise 'N Worship Center COGBF, Inc. a not-for-profit corporation in accordance to the IRS regulations.

Also enclosed is the payment for the amendment filing fees and a certified copy, in the amount of \$37.00.

Please return a certified copy to the corporate address listed above.

Thank you for your attention to this matter.

Sincerely,

Incorporator

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FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

March 23, 2004

ST. ELIZABETH PRAISE "N" WORSHIP CENTER % JOHNNY JORDAN 1218 OLD APOPKA ROAD APOPKA, FL 32704

SUBJECT: ST, ELIZABETH PRAISE 'N WORSHIP CENTER COGBF, INC.

Ref. Number: N0400000039

We have received your document for ST. ELIZABETH PRAISE 'N WORSHIP CENTER COGBF, INC. and your check(s) totaling \$37.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

YOU FAILED TO SIGN THE DOCUMENT.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 245-6964.

Irene Albritton Document Specialist

Letter Number: 404A00019053



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

March 15, 2004

ST. ELIZABETH PRAISE "N" WORSHIP CENTER % JOHNNY JORDAN 1218 OLD APOPKA ROAD APOPKA, FL 32704

SUBJECT: ST. ELIZABETH PRAISE 'N WORSHIP CENTER COGBF, INC.

Ref. Number: N04000000039

We have received your document for ST. ELIZABETH PRAISE 'N WORSHIP CENTER COGBF, INC. and your check(s) totaling \$37.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617,1006, Florida Statutes. Please see the attached information.

The date of adoption of each amendment must be included in the document.

If there are <u>MEMBERS ENTITLED TO VOTE</u> on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

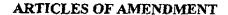
If there are <u>NO MEMBERS OR MEMBERS ENTITLED TO VOTE</u> on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

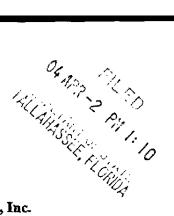
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton Document Specialist

Letter Number: 904A00017103





OF

St. Elizabeth Praise 'N Worship Center COGBF, Inc.

A NON-PROFIT CORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation: Pursuant to the provisions of section 617.1006, Florida Statues, the undersigned Florida non-profit corporation adopts the following articles of amendment to it. The articles of amendments were adopted on March 23, 2004, by the members and directors.

ONE: The name of this corporation is St. Elizabeth Praise 'N Worship Center COGBF, Inc.

TWO: The principal office and mailing address of this corporation is as follows:

1218 Old Apopka Road Apopka, FL 32704

THREE: The specific purposes for which this corporation is organized are charitable purposes, including but not limited to, provision of educational services to children and youth such as a tutoring, after-school programs, programs for the prevention of high-risk behavior, gang activity, drug prevention and other associated and necessary social services as human needs may require.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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, or corresponding section of any future federal tax code.

FOUR: The number of directors of this corporation is four (4). These directors were elected in the organizational meeting of St. Elizabeth Praise 'N Worship Center COGBF, Inc in the manner stated in the organization's By-Laws. The names and addresses of the initial directors are as follows:

- 1) Johnnie Jordan, 102 South Walker Street, Lake Wales, Florida 33853
- 2) Patricia Jordan, 102 South Walker Street, Lake Wales, Florida 33853
- 3) Diann J. Watkins, 1218 Old Apopka Road, Apopka, Florida 32704
- 4) Willie Johnson, 1218 Old Apopka Road, Apopka, Florida 32704

SIX: The name and address of the Incorporator to these Articles of Incorporation is as follows:

Johnnie Jordan, 102 South Walker Street, Lake Wales, Florida 33853

SEVEN: The period of duration of this corporation is perpetual.

EIGHT: Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

NINE: No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

TEN: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

ELEVEN: Notwithstanding any other provision of these Articles, this corporation shall not carry on any other 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 or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

TWELVE: In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

THIRTEEN: The Articles of Incorporation may be amended only by a two-thirds (2/3rds) majority vote of the Board of Directors in place at the time of the amendment.

Pursuant to the provisions of section 617.1006, Florida Statues, the undersigned Florida non-profit corporation adopts the following articles of amendment to it articles of incorporation.

First: Amendment(s) adopted:

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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, or corresponding section of any future federal tax code.

Second: Amendment(s) adopted:

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 organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other purposes not permitted to be under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the 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 corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true:

Date: 3-30-04

Johnnie A. Jordan, Incorporator / Director

Having been named as registered agent and to accept services of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligations of my position as registered agent:

Date: 3-30-04

Johnnie Jordan, Registered Agent