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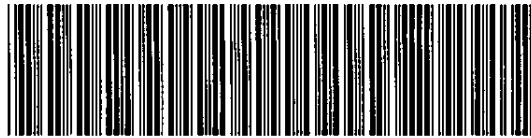
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend
5/13/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: LIBERTY BAPTIST CHURCH OF PACE, INC.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

ZACHARY S. GRAY
(Name of Contact Person)

GIBBS LAW FIRM, P. A.
(Firm/ Company)

5666 SEMINOLE BLVD.
(Address)

SEMINOLE, FL 33772
(City/ State and Zip Code)

For further information concerning this matter, please call:

ZACHARY S. GRAY at (727) 399-8300
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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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 Incorporation
of
Liberty Baptist Church of Pace Inc.**



(Document Number: _____)

Pursuant to the provisions of Florida Statutes sections 617.1006, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendments adopted:

Article III is hereby amended as follows:

The corporation is organized as a church exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law) including, but not limited to, the establishing and maintaining of religious worship, the evangelizing of the unsaved by the proclaiming of the gospel of the Lord Jesus Christ, the educating of believers in a manner consistent with the requirements of Holy Scripture, the maintaining of missionary activities in the United States and any foreign country, and the engaging in of any other activity not prohibited to corporations under the Florida Not-For-Profit Corporation Act that is in furtherance of Section 501(c)(3) tax-exempt purposes.

Article IV is hereby amended as follows:

The corporation shall have a minimum of three (3) directors. The qualifications, duties, and method of election of directors shall be stated in the bylaws of the corporation.

Article IX is hereby added as follows:

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational purposes as shall

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at the time qualify as an organization exempt from Federal income taxation 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 X is hereby added as follows:

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.

Article XI is hereby added as follows:

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its 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 the tax-exempt purposes of the corporation set forth in Article 3.

Article XII is hereby added as follows:

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, except that the 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 provision of any future United States Internal Revenue Law) or by an organization, 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).

SECOND: The date of adoption of the Amendments was April 29, '09

THIRD: The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

In Witness Whereof, the undersigned, being the officer of the corporation authorized to execute these Articles of Amendment which have been adopted by the members of the corporation, do so this 29 day of April 2009.

Eddie D. Potts
Signature

EDDIE D. POTTS, PRESIDENT
Printed Name, Title