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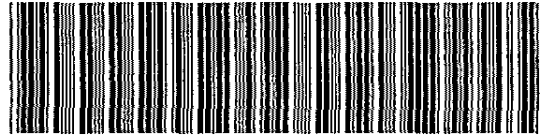
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06 OCT -9 AM 9:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



WORLD IMPACT MINISTRIES

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

October 4, 2006

To Whom It May Concern:

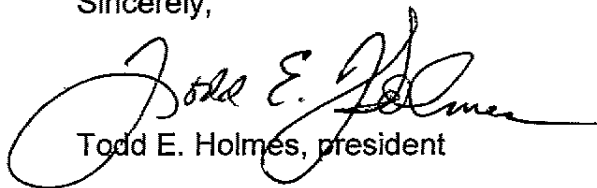
The following papers of "Amended and Restated Articles of Incorporation..." are being submitted for filing for World Impact Ministries, Inc.; F.E.I.N. # 54-2155189.

The included check for \$52.50 is to cover the \$35.00 for the filing fee, the \$8.75 for a certified copy; and the \$8.75 for a certificate of status.

If any questions regarding these papers arise please feel free to contact me on my cell phone at any time. 813/361-2733.

Thank you for your help.

Sincerely,



Todd E. Holmes, president

TODD & KATIE HOLMES, INTERNATIONAL REVIVALISTS
PO BOX 47495 TAMPA, FL 33647
813/980-1910 WORLDIMPACTMINISTRIES.NET

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
WORLD IMPACT MINISTRIES, INC.
F.E.I.N. #54-2155189**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles to its articles of incorporation.

Amendments Adopted:

1. Purpose
2. Dissolution Clause
3. Manner of Election
4. Duration
5. Limit of Liability
6. Stock
7. Pecuniary Gain
8. No Members
9. Corporate Authority

**ARTICLE I
PURPOSE**

The purpose for which the corporation is organized is: to proclaim the Gospel of the Lord Jesus Christ to all the world, to develop Christian leadership, to perform charitable work and to otherwise function as a religious corporation under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE II
DISSOLUTION CLAUSE**

- A. This corporation is a not-for-profit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Corporation Act exclusively for religious purposes as a religious corporation.
- B. This corporation is organized and operated exclusively for religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code").

- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- D. The property of the Corporation is irrevocably dedicated to nonprofit religious purposes. No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, or to any other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the nonprofit religious purposes of the Corporation.
- E. Upon the winding up and dissolution of the Corporation, the Board of Directors shall, after paying or adequately providing for all the debts, obligations, and liabilities of the Corporation, distribute the remaining assets of the Corporation to such organization or organizations which are organized and operated exclusively for the nonprofit religious purposes of the Corporation and which are tax exempt under section 501(c)(3) of the Code, as amended, as the Board of Directors in its sole discretion shall determine.

ARTICLE III MANNER OF ELECTION

The manner in which the directors are elected or appointed: Directors shall be nominated by a committee consisting of the President and at least one other member of the Board of Directors, as determined in the sole discretion of the Board of Directors. The members of the Board of Directors at their annual meeting shall then vote upon the nominees. Directors shall be elected by a simple majority vote of the Board of Directors to which the President casts an affirmative vote.

ARTICLE IV DURATION

The period of duration of corporate existence of this corporation is perpetual.

ARTICLE V LIMIT OF LIABILITY

The extent of personal liability, if any, for directors, officers, or members for corporate obligations and the methods of enforcement and collection, are as follows: NONE. Further, the Directors and Officers shall be exempt from liability and/or indemnified from costs and judgments to the full extent permitted by Florida law. In the event Florida law is subsequently amended to authorize the further elimination or limitation of the

liability of Directors or Officers of nonprofit corporations, then the liability of Directors and Officers of the corporation in addition to the limitation on personal liability provided under this Article, shall be limited to the fullest extent by such later amended Florida law.

ARTICLE VI STOCK

This corporation shall not have capital stock.

ARTICLE VII PECUNIARY GAIN

This corporation shall not afford pecuniary gain, incidentally or otherwise, to any individual.

ARTICLE VIII NO MEMBERS

- A. The corporation elects to have no members. Any action which would otherwise require a vote of members shall require only a vote of the members of the Board of Directors, and no meeting or vote of members shall be required for this corporation, any provision of the Articles of Incorporation of the corporation or the bylaws of the corporation to the contrary notwithstanding.
- B. The corporation, a religious corporation, elects the ecclesiastical form of government of a church, whereby the Board of Directors shall be the highest ecclesiastical tribunal of the organization, and shall be the final arbiter of all questions of doctrine, discipline, property, policy, and polity of every kind and nature whatsoever, and the Board of Directors in its deliberations as the ecclesiastical government of the organization shall use as its sole and final authority and standard the Holy Scriptures, Old and New Testaments, King James Version.

ARTICLE IX CORPORATE AUTHORITY

In furtherance of its religious nonprofit tax-exempt purposes, the corporation shall have the following powers and authority:

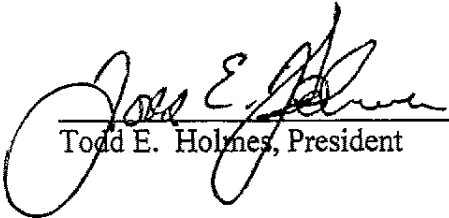
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- (a) To do all acts, perform all functions, and carry on all activities permitted by the nonprofit corporation laws of the State of Florida, or any other state in which the corporation is qualified to act.
 - (b) To have and exercise all powers and rights enjoyed by corporations generally in the State of Florida, and in any state in which the corporation is qualified to act, as long as the exercise of such powers is not specifically prohibited for nonprofit religious corporation.
 - (c) To use all media, whether now known or hereafter discovered, including but not limited to print, television, radio, and internet.
 - (d) To exercise such incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a religious organization as set forth in Section 501(c)(3) of the Code.
 - (e) Notwithstanding any other provisions of the Articles of Incorporation, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the nonprofit religious purposes of the corporation, and the corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from any Federal income tax under section 501(c)(3) of the Code, or under the corresponding section of any future United States revenue law; or (b) by a corporation, contributions to which are deductible under 170(b)(1)(A)(i) of the Code, or the corresponding section of any future United States revenue law.

**ARTICLES X
AUTHORIZATION**

We, the undersigned Directors, certify that we are authorized to amend these articles, and we further certify that we understand that by signing these articles, we are subject to the penalties of perjury as set forth in the Florida Statutes as if we had signed these articles under oath.

 X There are no members or members entitled to vote on the amendment. The amendments were adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned officers have executed and submitted these Amended / Restated Articles of Incorporation this 20th day of September, 2006.



Todd E. Holmes, President



Thomas R. Watts, Secretary