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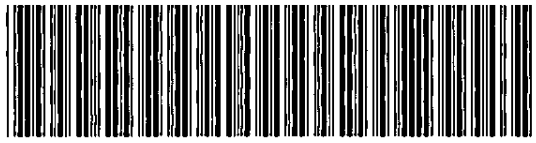
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*Amended & Restated Articles*

11/29/07--01001--022 \*\*43.75

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2007 NOV 28 PM 4:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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November 28, 2007

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Charismata Church of God, Inc.

**Filing Evidence**

- Plain/Confirmation Copy
- Certified Copy

**Retrieval Request**

- Photocopy
- Certified Copy

**Type of Document**

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
CHARISMATA CHURCH OF GOD, INC.,  
A FLORIDA NOT  
FOR PROFIT CORPORATION**

**FILED**  
2007 NOV 28 PM 4:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.1006 and 617.1007, Florida Statutes, the following Amended and Restated Articles of Incorporation supercede the original Articles of Incorporation, as amended, and are adopted by the undersigned corporation:

**ARTICLE I**

**Name and Location of Principal Office**

The name of the corporation is Charismata Church of God, Inc., a Florida not for profit corporation. Its principal office is located at 3736 Cragmont Drive, Tampa, Florida 33619.

**ARTICLE II**

**Term**

The corporation shall exist perpetually until dissolved by due process of law.

**ARTICLE III**

**General Purposes**

The General Purposes for which said corporation is organized are exclusively for charitable, religious, literary, educational, and scientific purposes, 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 the corresponding section of any future federal tax code.

## **ARTICLE IV**

### **Specific Purposes**

The specific purposes for which the corporation is organized are providing a place of worship for its members, who shall be members in good standing of the Church of God (Cleveland, Tennessee, U.S.A.) and conducting the affairs of the congregation according to the rules and regulations of the Church of God (Cleveland, Tennessee, U.S.A.) and specifically the *General Assembly Minutes* of the Church of God (Cleveland, Tennessee, U.S.A.), promoting the cause of Christianity in accord with the teachings, tenets, and customs of the Church of God (Cleveland, Tennessee, U.S.A.), receiving, managing, and disbursing gifts, bequests, and other funds for the benefit of the congregation and the Church of God (Cleveland, Tennessee, U.S.A.), owning and maintaining suitable buildings and facilities necessary for their acquisition, upkeep, maintenance and sale, all in accord with the *General Assembly Minutes* of the Church of God (Cleveland, Tennessee, U.S.A.).

## **ARTICLE V**

### **Corporate Powers**

The corporation shall have all of the powers conferred by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, which are necessary, incidental, or convenient to the purposes of the corporation as herein stated.

## **ARTICLE VI**

### **Activities Not Permitted**

No part of the net earnings of the corporation 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 purposes set forth in Article Third hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
- (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE VII**

### **Dedication of Assets**

#### **Dissolution and Distribution of Assets**

**Section 1:** The assets of the corporation are irrevocably dedicated to the purposes set forth herein.

**Section 2:** In the event of dissolution of this corporation, or in the event this corporation shall cease to exist, or depart from the polity of the Church of God (Cleveland, Tennessee, U.S.A.) as expressed in the *General Assembly Minutes* of the Church of God (Cleveland, Tennessee, U.S.A.) and otherwise, the assets of the corporation

shall revert to the State Board of Trustees for the Church of God in the State of Florida, their successors and assigns, and if the State Board of Trustees shall cease to exist, then to Church of God, a Tennessee nonprofit corporation, and if the Church of God shall cease to exist, then to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code. Further, that the proceeds/assets from the disposition must go directly into real property purchases or improvements.

### **ARTICLE VIII**

#### **Management of Corporate Affairs**

(a) **Board of Directors.** The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation has three (3) Director(s). The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated in the Bylaws of this corporation.

The Directors named herein are the present Board of Directors who shall hold office until the first meeting of Directors at which time an election of Directors shall be held.

Directors elected at the first meeting, and at all times thereafter, shall serve for a term of one year or until the qualification of their successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the present Members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
John L. Walker	3736 Cragmont Drive, Tampa, Florida 33619
C. Waymon Miller	3736 Cragmont Drive, Tampa, Florida 33619
Roger Cash	3736 Cragmont Drive, Tampa, Florida 33619

(b) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect.

## ARTICLE IX

### Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit

or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

## **ARTICLE X**

### **Membership**

The corporation shall not have a membership and shall be managed by the Directors as provided in Article VIII.

## **ARTICLE XI**

### **Bylaws**

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by the Directors of the corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with the *General Assembly Minutes* of the Church of God (Cleveland



Tennessee, U.S.A.) as the same now exists or may be hereafter from time to time be amended.

## ARTICLE XII

### Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Director of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors, provided that the proposed amendment does not conflict with the Articles of Incorporation and is in accord with the *General Assembly Minutes* of the Church of God (Cleveland, Tennessee, U.S.A.) as the same now exists or may be hereafter from time to time be amended.

## ARTICLE XIII

### Registered Office and Registered Agent

The name and addresses of the Registered Office and the Registered Agent of the corporation are:

Registered Office: 3736 Cragmont Drive, Tampa, Florida 33619

Registered Agent: Rev. John L. Walker  
3736 Cragmont Drive,  
Tampa, Florida 33619

IN WITNESS WHEREOF, the undersigned has signed, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 20<sup>th</sup> day of November, 2007.

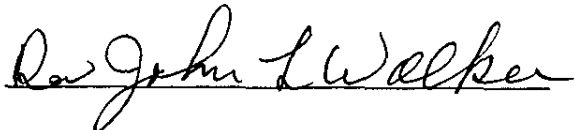
Charismata Church of God, Inc.

By: Rev John L Walker

Rev. John L. Walker, President

CERTIFICATE

The undersigned hereby certifies that the Articles of Incorporation, as amended, of Charismata Church of God, Inc., a Florida not for profit corporation, does not provide for members and that Article VII of the Articles of Incorporation sets forth the requirements to amend these Articles. The Amended and Restated Articles of Incorporation were adopted on November 20, 2007 by a unanimous vote of the Directors after proper notice and being present at a regular business meeting called for the purpose of adopting these Amended and Restated Articles of Incorporation, as submitted in writing to the Directors for their consideration prior to their adoption, as required by Article VII of the Articles of Incorporation; and the number of votes cast by the Board of Directors were sufficient for approval.



Rev. John L. Walker, President

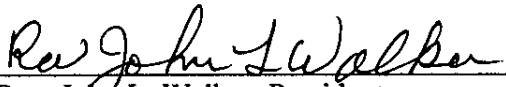
**CERTIFICATE DESIGNATING REGISTERED AGENT**

**AND REGISTERED OFFICE**

In compliance with Florida Statute Section 617.0501, the following is submitted:

CHARISMATA CHURCH OF GOD, INC. has designated 3736 Cragmont Drive, Tampa, Florida 33619 as its Registered Office and has named Rev. John L. Walker, located at said address as its Registered Agent.

DATED THIS 20<sup>th</sup> DAY OF November, 2007.

  
Rev. John L. Walker, President

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 20<sup>th</sup> DAY OF November, 2007.

  
Rev. John L. Walker, Registered Agent