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Amended And
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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T. Roberts FEB 06 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Verdad y Vida Ministries Inc.

DOCUMENT NUMBER: 5000009265

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

Please return all correspondence concerning this matter to the following:

Rev. Frank Huertas
(Name of Contact Person)

Verdad y Vida Ministries Inc.
(Firm/ Company)

945 SW 136 Place
(Address)

Miami, Florida 33184
(City/ State and Zip Code)

For further information concerning this matter, please call:

Ivette Blanco at (786) 343-4111
(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:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
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☐ \$43.75 Filing Fee &
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☐ \$52.50 Filing Fee
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Certified Copy
(Additional Copy
is enclosed)

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

09 JAN 30 PM 2:06

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VERDAD Y VIDA MINISTRIES, INC.
A Florida Not For Profit Corporation**

Pursuant to Section 617.1005 of the Business Corporation Act of the State of Florida, the undersigned, being the Sole Incorporator of VERDAD Y VIDA MINISTRIES, INC., a Florida Not For Profit Corporation (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on September 12, 2005, Document No. 5000009265.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by the Board of Directors of the Corporation as of January 21, 2009. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE I - NAME

The name of the Corporation is VERDAD Y VIDA MINISTRIES, INC.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

A. This Corporation is organized pursuant to the Florida Not For Profit Corporation Act of the State of Florida, as set forth in Chapter 617 of the Florida Statutes.

B. This Corporation is organized and shall operate exclusively for charitable, religious, educational, literary, scientific and other exempt purposes, as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the case may be.

C. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist or as they may be hereafter amended from time to time, as the case may be.

D. No part of the net earnings of the corporation shall inure to the benefit of, or to 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 III.

E. No part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or proceeds therefrom, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 945 S.W. 136 Place, Miami, Florida 33184.

ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS

The initial Board of Directors will consist of two directors. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case will the number of directors be less than one nor more than five. The name and address of the officers and/or directors of the Corporation are:

Director/President	Rev. Frank Huertas, PhD 945 S.W. 136 th Place Miami, Florida 33184
Director/Vice President/Treasurer	Rev. Silvia Huertas, PhD 945 S.W. 136 th Place Miami, Florida 33184
Secretary	Ivette D. Blanco P.O. Box 348622 Miami, Florida 33234


ARTICLE VI - REGISTERED OFFICE AND AGENT

The name of the registered agent in Florida for the Company is Ivette D. Blanco. The address of the registered agent is 945 S.W. 136 Place, Miami, Florida 33194.

These Amended and Restated Articles of Incorporation have been executed on the date set forth below by the name of the authorized representative of the Company. In accordance with the terms of Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated: January 21, 2009

By: _____



Ivette Blanco
Registered Agent

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent and to accept service of process for the VERDAD Y VIDA MINISTRIES, INC. at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

Dated: January 21, 2009

By: _____


Ivette D. Blanco
Registered Agent

**VERDAD Y VIDA MINISTRIES INC.
WRITTEN CONSENT OF THE DIRECTORS**


IN LIEU OF A MEETING

Pursuant to Article V of the Corporation's Articles of Incorporation, the undersigned, being all the Directors of **VERDAD Y VIDA MINISTRIES INC.** ("the Corporation"), a Corporation duly organized and validly existing under the laws of the State of Florida, United States of America, hereby waive all notice of time, place or purpose of a meeting and consent to, the following resolution:-

RESOLVED THAT the Corporation do hereby authorize the appointment of **Ivette D. Blanco** as the Corporation's **Registered Agent**, and that said appointment effective as of the date of this Written Consent;

21 January, A.D. 2009.


.....
Rev. Frank Huertas, PhD
Director/President


.....
Rev. Silvia Huertas, PhD
Director/Vice President/Treasurer

VERDAD Y VIDA MINISTRIES INC

945 S.W. 136th Place
Miami, Florida 33184

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Letter No. 409A00004359

Incorporation setting forth the following statement:

The restatement was adopted by the Board of Directors and does not contain any amendments requiring member approval..

Dated: 06 February 2009



Ivette D. Blanco
Secretary