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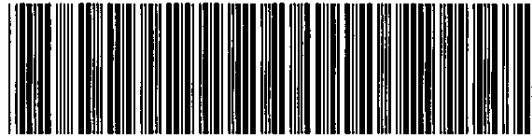
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Restated  
8/25/07

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August 16, 2007

**Via U.S. Mail Delivery**

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

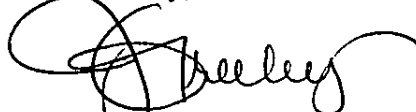
**Re: Restated and Amended Articles of Incorporation  
*Steve & Mary Alessi Ministries, Inc.***

Dear Sir or Madam:

Enclosed please find an original and a copy of the Adoption of Restated and Amended Articles of Incorporation for the non-profit organization, Steve & Mary Alessi Ministries, Inc.. We've also enclosed our firm's check in the amount of \$35.00 as payment of the required filing fee. Please file and record the document with the Florida Department of State and return a file-marked copy evidencing recording to me.

Thank you for your attention to this matter. If you have any questions, please contact me.

Sincerely,



Jacquelyn Greeley  
Legal Assistant to Frank Sommerville, JD, CPA

Enclosures

ADOPTION OF RESTATED AND AMENDED ARTICLES OF INCORPORATION  
OF  
STEVE & MARY ALESSI MINISTRIES, INC.

ARTICLE 1

**STEVE & MARY ALESSI MINISTRIES, INC.** (referred to as the "Corporation"), a Florida nonprofit corporation subject to the Florida Not For Profit Corporation Act, has adopted the Restated and Amended Articles of Incorporation attached hereto as Exhibit A. These Restated and Amended Articles of Incorporation accurately copy the Articles of Incorporation and all prior amendments that are in effect to date and also include further amendments described in Article 5.

ARTICLE 2

NAME OF CORPORATION

The name of the corporation is STEVE & MARY ALESSI MINISTRIES, INC.

ARTICLE 3

PROCEDURE OF ADOPTION OF AMENDMENTS

The Restated and Amended Articles of Incorporation were adopted in the following manner:

The Corporation, having no members entitled to vote on the Restated and Amended Articles of Incorporation, through its Board of Directors, adopted the Restated and Amended Articles of Incorporation at a properly called meeting of the Board of Directors held on JUNE 28, 2007. The Restated and Amended Articles of Incorporation received the required majority of the votes of the directors in office. No one else is eligible to vote on these article amendments.

ARTICLE 4

RESTATED ARTICLES

The Articles of Incorporation and all amendments and other changes to those articles of amendment are hereby superseded by the Restated and Amended Articles of Incorporation set forth as Exhibit A, attached and incorporated herein for all purposes.

ARTICLE 5

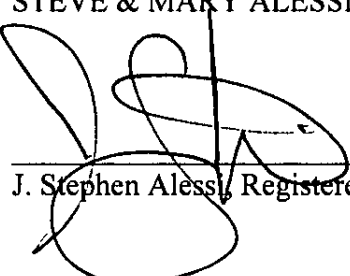
AMENDMENT OF ARTICLES OF INCORPORATION

The Restated Articles of Incorporation include the following amendments:

All existing Articles of Incorporation were deleted and replaced with the provisions in the Restated and Amended Articles of Incorporation attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned certifies as to the truth of the facts stated therein this 11<sup>th</sup> day of July, 2007.

STEVE & MARY ALESSI MINISTRIES, INC.



\_\_\_\_\_  
J. Stephen Alessi, Registered Agent

## **EXHIBIT A**

### **RESTATED AND AMENDED ARTICLES OF INCORPORATION OF STEVE & MARY ALESSI MINISTRIES, INC.**

The Board of Directors has adopted the following Restated Articles of Incorporation of **STEVE & MARY ALESSI MINISTRIES, INC.** (referred to as the "Corporation") pursuant to the provisions of Chapter 617, F.S. ("Act"):

#### **ARTICLE 1**

##### **NAME & PRINCIPAL OFFICE**

The name of the Corporation is STEVE & MARY ALESSI MINISTRIES, INC. The principal place of business and mailing address of this corporation shall be 16435 SW 88 Avenue, Miami, Florida 33157.

#### **ARTICLE 2**

##### **PURPOSES**

The Corporation is a non-profit corporation and shall continue in perpetuity. The purposes for which the Corporation is organized are to perform religious, charitable and educational activities within the meaning of Section 501(c)(3) of the Code. The primary purpose is to be an evangelistic ministry. The Corporation pledges that all its assets will be used exclusively for its exempt purposes. Upon dissolution, all Corporation assets shall be distributed to an organization qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), that serves similar purposes as the Corporation.

#### **ARTICLE 3**

##### **POWERS**

Except as otherwise provided in these Articles of Incorporation, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

#### **ARTICLE 4**

##### **RESTRICTIONS AND REQUIREMENTS**

The Corporation shall not pay dividends or other corporate income to its officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation

shall have no power to take any action prohibited by the Act. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Code, the Treasury Regulations promulgated thereunder, and/or any related Internal Revenue Service ("IRS") pronouncements. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving charitable contributions which are tax deductible under Section 170(c)(2) of the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote any part of its activities to attempting to influence legislation by propaganda or otherwise.
4. Participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements.
6. Distribute its assets on dissolution other than described herein.
7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.

## ARTICLE 5

### MANAGEMENT VESTED IN BOARD OF DIRECTORS

The management of this corporation is vested in a board of directors. The Board of Directors may elect officers as allowed in the Bylaws.

ARTICLE 6

DIRECTORS

The name and street address of each current director is:

J. Stephen Alessi	16435 SW 88 Avenue Miami, FL 33157
Manny Paula	16400 SW 77 <sup>th</sup> Avenue Miami, FL 33157
David Martinez	7860 SW 161 Street Miami, FL 33157

ARTICLE 7

MANNER OF ELECTION

Future Directors will be elected by the current Board of Directors.

ARTICLE 8

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 16435 SW 88 Avenue, Miami, Florida 33157. The name of the registered agent at this office is J. Stephen Alessi. The Board of Directors may change the registered office and registered agent at its discretion.

ARTICLE 9

LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS

A director or officer is not liable to the Corporation for monetary damages for an act or omission in the director's or officer's capacity except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 10

INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer or other person related to the Corporation as provided by the provisions in the Act

governing indemnification. As provided in the Bylaws, the Directors shall have the power to define the requirements and limitations for the Corporation to indemnify officers or others related to the Corporation.

#### ARTICLE 11

##### CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

#### ARTICLE 12

##### ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of members, officers, directors, or other such persons entitled to vote whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the officers, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents but were eligible to vote on that matter. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed. A telegram, telex, cablegram, electronic mail (e-mail), or similar transmission by a director, officer, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the director, officer, or committee member.