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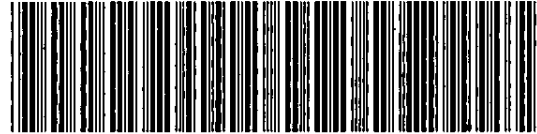
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DIVISION OF CORPORATIONS  
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Amend/cc  
@ 11/14/08

## JUDITH S. LAMBERT, PLLC

Judith S. Lambert, JD, LLM\*

*Member of the state bars of Florida, Alabama, Texas, and California*

*\*Master of Laws in Taxation*

Lumsden Executive Park  
673 W. Lumsden Road  
Brandon, Florida 33511  
(813) 662-7429  
(813) 685-6575 Fax

November 10, 2008

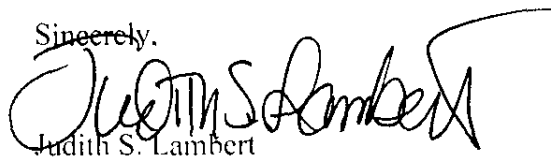
Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Garden of Grace Ministries, Inc.

To Whom it May Concern,

Please find enclosed the original and one copy of the Articles of Amendment to the Articles of Incorporation of Garden of Grace Ministries, Inc. If you should have any questions, please do not hesitate to contact me at the above listed telephone number.

Sincerely,



Judith S. Lambert

enclosure

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 15, 2008

JUDITH S. LAMBERT  
JUDITH S. LAMBERT, PLLC  
673 WEST LUMSDEN ROAD  
BRANDON, FL 33511

SUBJECT: GARDEN OF GRACE MINISTRIES, INC.  
Ref. Number: N06000002475

We have received your document for GARDEN OF GRACE MINISTRIES, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Regulatory Specialist II

Letter Number: 608A00050130

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 NOV 12 AM 10:52

**GARDEN OF GRACE MINISTRIES, INC.,**  
a Not for Profit Corporation, pursuant to Chapter 617 of the Florida Statutes

In compliance with the requirements of F.S. Chapter 617, the undersigned, being a natural person, hereby files the following Articles of Amendment to the Articles of Incorporation of Garden of Grace Ministries, Inc.

**ARTICLE I**

The name of the not for profit Corporation ("Corporation") is GARDEN OF GRACE MINISTRIES, INC.

**ARTICLE II**

The period of duration is perpetual.

**ARTICLE III**

The purpose for which the corporation is organized is to provide relief for the poor and distressed or the underprivileged and for advancement of religion and is organized and operated exclusively for charitable, religious, 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.

**ARTICLE IV**

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 III 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 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 corporation exempt from federal income tax under Section 501 (c)(3) (or the corresponding provision of any future Federal tax Code) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) (or

the corresponding provision of any future Federal tax Code.)

## **ARTICLE V**

In order to carry out only those general purposes heretofore set out, subject to the restrictions of Article III, the Corporation shall have the following powers:

(a) To take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any real, personal, or mixed property, without limitation as to amount or value, except such limitations, if any, as may be imposed by law.

(b) To sell, to convey, and to dispose of any such property and to invest and to reinvest the principal thereof, and to deal with and to expend the income therefrom for any of the aforementioned purposes, without limitation, except as may be imposed by law.

(c) To receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all foregoing purposes.

(d) To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.

Notwithstanding any of the above statements of purpose and powers this corporation shall not engage in activities which in themselves are not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

## **ARTICLE VI**

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3), or the corresponding section of any future Federal tax Code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose. Any such assets not so disposed of by the Court of Competent Jurisdiction of the country in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII**

The principal address of the Corporation is 10712 Bamboo Rod Circle, Riverview, Florida 33569. The mailing address of the Corporation is 10712 Bamboo Rod Circle, Riverview, Florida 33569.

## ARTICLE VIII

The manner in which the directors are elected or appointed is set forth in the Bylaws.

## ARTICLE IX

The street address of the Corporation's registered office is 673 West Lumsden Road, Brandon, Florida 33511. The registered agent for the Corporation at that address is Judith S. Lambert.

## ARTICLE X

The number of directors shall be four. This number may be changed from time to time in accordance with the Corporation's bylaws, but shall never be less than three. The names and addresses of the persons who will serve on the board of directors are:

<u>Name</u>	<u>Address</u>
Norma L. Fontaine Philbert	10712 Bamboo Rod Circle Riverview, Florida 33569
Francis P. Philbert	10712 Bamboo Rod Circle Riverview, Florida 33569
Patsy Clarke Peters	55 John Street Metuchen, Florida 08840
Majorie Van Devan	607 Copper Beech Boulevard Deltona, Florida 32725

## ARTICLE XI

The names and street address of the person signing the articles of amendment is:

<u>Name</u>	<u>Address</u>
Norma L. Fontaine Philbert	10712 Bamboo Rod Circle Riverview, Florida 33569

## ARTICLE XII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

1. **AMENDMENTS ADOPTED:**

The Articles of Amendment amend Articles II, III, IV, V, VI, and VII and add Articles VIII, IX, X, XI, and XII.

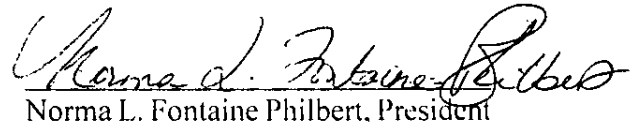
2. **ADOPTED AND EFFECTIVE DATE:**

The Articles of Amendment were adopted on October 1, 2008 and the Effective Date of the Articles of Amendment is October 1, 2008.

3. **APPROVAL OF AMENDMENT:**

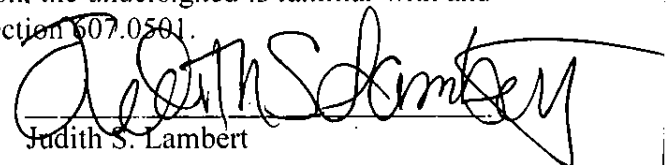
There are no members and members entitled to vote on this amendment. These Articles of Amendment were adopted and approved by the unanimous written consent of the board of directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on October 20, 2008.

  
Norma L. Fontaine Philbert, President

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for GARDEN OF GRACE MINISTRIES, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. Section 607.0501.

  
Judith S. Lambert