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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CENTER OF RESTORATION PRAYER MINISTRIES INC.**

Doc #: N06000010958

These Amended and Restated Articles of Incorporation of Center of Restoration Prayer Ministries Inc., a Florida not for profit corporation (the "Corporation"), dated as of December 26, 2008, are being duly executed and filed by Constance O. Riley, its Chief Executive Officer, to amend and restate the Corporation's original articles of incorporation, which were filed on September 28, 2006. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

**ARTICLE I**

**Name, Street Address and Mailing Address**

The name of the corporation is: Center of Restoration Prayer Ministries Inc.

The street address and mailing address of the principal office of the Corporation is: 1806 57<sup>th</sup> Street South, St. Petersburg, Florida 33707.

**ARTICLE II**

**Term of Existence**

The corporation shall have perpetual existence.

**ARTICLE III**

**Purpose**

The Corporation's purpose shall be to be organized and to operate exclusively for charitable and education purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law (the "Code"), including, but not limited to, establishing, providing, promoting, supervising, owning, and conducting a prayer ministry that reaches out to those in need of help, on a non-profit basis, without regard to race, gender or denomination.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

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**ARTICLE IV**

**Members**

The Corporation shall not have any members.

**ARTICLE V**

**Registered Office and Agent**

The street address of the registered office of the corporation is 4500 37<sup>th</sup> Street South, #308, St. Petersburg, Florida 33711, and the name of its registered agent at such address is James Oliver.

**ARTICLE VI**

**Directors**

The board of directors shall be elected according to the bylaws of the Corporation.

**ARTICLE VIII**

**Dissolution**

Upon the dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

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### CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Center of Restoration Prayer Ministries Inc. (1) contain amendments that do not require member approval, (2) were approved by the directors on December ~~26~~ 2008, and (3) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated this 26 day of December 2008.

Center of Restoration Prayer Ministries Inc.

By: Constance O. Riley  
Name: Constance O. Riley  
Title: Chief Executive Officer