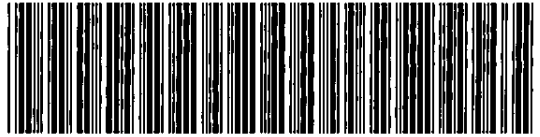


NO70000004499

Faith Heroes of the World
P.O. Box 62005
Ft Myers, FL 33906



700113133387

(City/State/Zip/Phone #)

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Amend

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts JAN 14 2008



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 31, 2007

FAITH HEROS OF THE WORLD
P O BOX 62005
FT MYERS, FL 33906

SUBJECT: FAITH HEROES OF THE WORLD, INC.
Ref. Number: N07000004499

We have received your document for FAITH HEROES OF THE WORLD, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 407A00072083

TALLAHASSEE, FLORIDA
SECRETARY OF STATE

2008 JAN 14 AM 8:00

RECEIVED

Articles of Amendment
OF
ARTICLES OF INCORPORATION
OF
Faith Heroes of the World, Inc.

FILED
08 JAN 14 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 617.1006, Florida Statutes, the undersigned corporation adopts, in compliance with a resolution adopted by its Board of Directors at a meeting held on July 7, 2007, as provided by the By-Laws, the following Articles of Amendment to its Articles of Incorporation, filed June 22, 2004, and assigned document #N07000004499.

ARTICLE I - NAME

The name of this corporation is **Faith Heroes of the World, Inc.**

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for the operation of a Christian Church and Evangelistic general educational purposes pursuant to the Florida Corporation Not-for Profit law set forth in Part 1 of Chapter 617 of the Florida Statutes.

ARTICLE III - GENERAL AND SPECIFIC PURPOSES

(A) The specific purpose for which this corporation is formed is to provide a vehicle for the operation of a church and the conducting of various outreach activities in furtherance of our charitable purposes and to initiate, fund and administer a wide variety of charitable, educational, religious scientific, or literary projects.

(B) The general purposes for which this corporation is formed are to operate exclusively for religious, charitable, educational scientific or literary purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal Tax Laws, including for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Within the limitations of the intent of this subsection (B), this corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 617, Florida Statutes, as now exists or may after be amended.

(C) The corporation shall not as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate nor intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

(D) The corporation shall have the following "Conflict of Interest" policy: **CONFLICTS OF INTEREST POLICY**

Article I

Purpose

The purpose of the conflicts of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family-a, an ownership or investment interest in any entity with which the Corporation

has a transaction or arrangement, or

- b. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and must be given the opportunity to disclose all material facts to the directors and members of committees with board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted

upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the board or committee meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- b. The chairperson of the board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4. Violations of the Conflicts of Interest Policy

- a. If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the member and making such further investigation as may be warranted in the

circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the board and all committee with board-delegated powers shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.

2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Article V

Compensation

A voting member of the board of directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands that the Corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b. Whether agreements with employees, and third parties further the Corporation's charitable purposes and do not result in inurement or impermissible private benefit.

Article VIII

Use of Outside Experts

In conducting the periodic reviews provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE IV - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE V - CAPITAL STOCK

This corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI - MEMBERSHIP

The only members of this organization shall be its Board of Directors. The qualifications for members and the manner of their admission shall be regulated by the Bylaws.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 250 Siesta Lane, Largo FL 33770, and the name of the registered agent of this corporation at that address is Roger Smyzer.

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

(A) **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. This corporation shall have three Directors constituting the initial Board of Directors. The qualifications for directors and the manner of their admission shall be regulated by the Bylaws. All powers, responsibilities and other matters concerning the Board of Directors shall be controlled by the provisions of the By-laws. The number of Directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than three Directors nor more than fifteen Directors. The name and address of the initial Directors of the corporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
Eronie Noel	3409 14 th Street West Lehigh Acres FL. 33971
Roger Smyzer	250 Siesta Lane Largo, FL 33770
Moise Moreau	2358 Dora St. Ft. Myers, FL 33901

(B) **Corporate Officers.** The Board of Directors shall Appoint the following officers: President, Secretary and Treasurer, and such other officers as the bylaws of the corporation may authorize the Directors to appoint from time to time. Initially such officers shall be appointed at the Organizational meeting of the Board of Directors.

ARTICLE VIII - DEDICATION OF ASSETS

Upon the dissolution of the organization, all assets of the organization, after the settling of its debts, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, State, or Local government for a public purpose.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

Eronie Noel
Lehigh Acres FL. 33971

ARTICLE X - INDEMNIFICATION

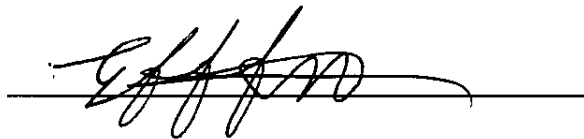
This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to add to, amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors.

This organization has limited its membership to its Board of Directors who ^{members} have approved of this Amendment.

IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Amendment to the Articles of Incorporation on the 16th day of December, 2007.

A handwritten signature in black ink, appearing to read 'Eronie Noel', is written over a horizontal line.

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 607.034, Florida
Statutes, the Following is submitted:

FIRST: that Faith Heroes of the World, Inc., desiring to
organize or qualify under the laws of the State of
Florida, with its principal place of business at 250
Siesta Lane, Largo, FL 33770, has named Roger Smyzer,
as its agent to accept service of process within
Florida.

Dated January 9, 2008.



Eronie Noel, Director

SECOND: Having been named to accept service of process for the
above named corporation, at the place designated in
this certificate, I hereby agree to act in this
capacity, and I further agree to comply with the
provisions of all statutes relative to the proper
performance of my duties.

Dated January 9, 2008.



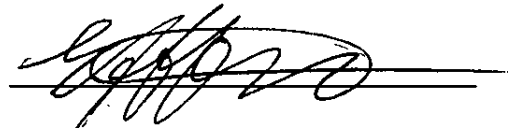
Roger Smyzer, Registered Agent

CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR
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Dated January 9, 2008.


Roger Smyzer, Registered Agent