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Amend

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 NOV 21 PM 12:00

T. Roberts NOV 26 2008

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

November 18, 2008

Re: All Saints Ministries, Inc.

Restatement and addition of several items in the remainder of
the document.

Gentlemen:

Enclosed please find an original and one copy of Articles of
Amendment to the Articles of Incorporation for the above referenced
corporation. Please file the original in your offices and certify
and return to us a certified copy.

We are enclosing our check in the amount of \$43.75 covering
the fees relating to this filing.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Jan Underwood", is written over the typed name.

Jan Underwood, Director

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ALL SAINTS MINISTRIES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 NOV 21 PM 12:00

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 November 18, 2008, as provided by the By-Laws, the following Articles of Amendment to its Articles of Incorporation, filed February 22, 2008, and assigned document #N08000001819.

ARTICLE I - NAME

The name of this corporation is **ALL SAINTS MINISTRIES, INC.**

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for the operation of a Christian Church and 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: "Individuals on the governing body that are also employed by This Corporation will:

1. Be compensated in the capacity as a board member for justifiable expense related to meetings (milage, etc.) only.
2. Remove her (him) self from the voting process when determining compensation, benefits, etc. in his(her) capacity as an employee.
3. Ensure that all compensation/salaries paid to any employee of the organization will be reasonable for the services rendered and comparable with other like exempt organizations."

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 28402 102nd Drive, E., Myakka City, FL 34251, and the name of the registered agent of this corporation at that address is Jan Underwood.

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:

NAMES

Jan Underwood

Wallace Quinn

Sowel Vorster

ADDRESSES

28402 102nd Drive, E.
Myakka City, FL 34251

9501 Field Circle
Thonotosassa, FL 33592

2106 Dillon Ct.
Valrico, FL 33596

(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: Jan Underwood, 28402 102nd Drive, E., Myakka City, FL 34251.

ARTICLE X - INDEMNIFICATION

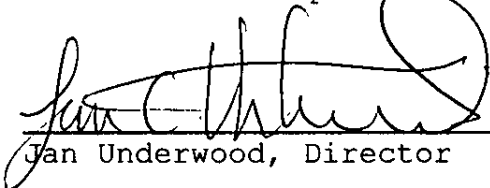
This corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

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 have approved of this Amendment.

IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Amendment to the Articles of Incorporation on the 18th day of November, 2008.


Jan Underwood, Director