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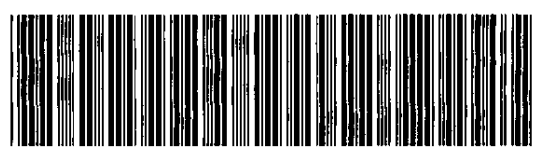
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended + Restated

TB

AUG 25 2010

TRANSMITTAL LETTER

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

SUBJECT: GOD WILL MINISTRIES, INC.

Enclosed are an original and one (1) copy of the updated Articles of Incorporation

**FROM: DONALD V. PASSARO
AND
BETTY J. PASSARO
6475 N.W. 54th LOOP
OCALA, FL 34482
PH: 352-861-0225**



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 5, 2010

DONALD V PASSARO
6475 NW 54TH LOOP
OCALA, FL 34482

SUBJECT: GOD WILL MINISTRIES, INC.
Ref. Number: N08000002137

We have received your document for GOD WILL 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):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 010A00018908

Amended and Restated
**ARTICLES OF INCORPORATION
OF
GOD WILL MINISTRIES, INC.**

FILED
2010 AUG 23 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators, of a corporation under and in compliance with Chapter 617 of the Florida Statutes, Florida Not For Profit Corporation Act, Article 617.0203 hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:
God Will Ministries, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
6574 N.W. 54th Loop, Ocala, Florida 34482.

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is:

Section 1. IRC Section 501(c)(3) Purposes.

GOD WILL MINISTRIES, hereinafter referred to as "GOD WILL" and/or "THE MINISTRY", is organized exclusively for any lawful purpose to retain nonprofit status as set forth in the most current Internal Revenue Code, and to act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida, its municipalities, county governments, and the United States in order to accommodate the purpose, mission, and vision of God Will Ministries, Inc.

The primary objectives and purposes of The Ministry shall include, but not be limited to, the following:

(a) To promote and provide for opportunities for relationship among it's members, affiliate ministers, and affiliate ministries by establishing and maintaining a network wherein they can continue to develop and expand through relationships and resources; ministries and events which further the kingdom of God;

(b) To develop a framework and the establishment of a school of ministry to provide for the continued spiritual, academic, professional, and ministerial growth & development of its members, students and affiliates. To print, publish, distribute and sell books, magazines, tapes, CD's and other literature in any way connected with the purposes of this organization;

(c) To establish at home (USA) and abroad (International) schools, ministries, and facilities, to include but not be limited to; places of worship, for education (both academic centered and ministerial focused), for distribution center/s (religious material, food, waters, building materials, etc.), multi-media communications (including television, radio and internet/intranet), housing for the needy, and children's

orphanages and any/all other means that will assist in the advancement of the mission of The Ministry and the "Great Commission" (ref: By Laws Article V, Section 1., paragraph (e));

(d) To promote the spiritual, academic and ministerial growth & development of The Ministry members, its students, and it's affiliates as a charitable, educational, and religious institution with ordaining authority for the establishing of deacons/deaconesses, ministers, and the five-fold ministries of teacher, pastor, evangelist, prophet, and apostle;

(e) To provide opportunities and avenues to serve and minister to our local community, our state, our nation and the international community in our response to the "Great Commission", (accordance to Mark 16:15 and Matthew 28:18-20 of the Holy Bible) "Go therefore and make disciples of all the nations, baptizing ... and teaching..."

(f) To provide a framework and a forum for the growth and expansion of The Ministry in the local, state, national and international communities;

(g) To provide a venue for social interaction (fellowship) of its members, students, staff and affiliates;

(h) To set an example for and be a mentor to the members, the students of The Ministry, the affiliates of The Ministry, and to our community;

(i) To be ambassadors and ministers of the gospel of our Lord Jesus Christ;

(j).To make a positive difference in all of the communities in which The Ministry becomes involved;

(k) To solicit funds, collect monies, receive gifts and bequests, and otherwise raise money to fulfill the stated purposes. To expend, contribute, disburse, and otherwise handle and dispose of The Ministry funds. To purchase, lease, rent, acquire, own, hold in trust, use, sell, convey, mortgage, or otherwise dispose of any real estate or chattels as may be necessary to hold in trust properties for stated purposes. To borrow money, issue bonds, debentures, notes, or other obligations secure for monies so borrowed or in payment for property, or any of the purposes stated under Article V.

(l) To govern itself according to the Articles of Incorporation of The Ministry and its By Laws.

(m) To establish home meetings for the purpose of neighborhood evangelism, developing relationships among members, and providing oversight and edification to ministry members.

(n) To engage in any other affairs in the interest of The Ministry;

(o) To operate exclusively in any other manner for such charitable, educational and civic purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1953, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

(p) The Ministry shall further have unlimited power to engage in and do any lawful act not inconsistent with God Will Ministries, Inc. non-profit, tax-exempt status.

Section 2. Limitation on Activities.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of the By-Laws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV: MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The Board of Directors shall consist of the incorporator of God Will Ministries, Inc., Donald V. Passaro and his wife, Betty J. Passaro. They will have permanent positions on the Board of Directors. Donald Passaro will serve as Chairperson of the corporation until he dies, resigns, or is removed for misconduct (By-Laws Article VII, Section 4, paragraph a-2). Betty Passaro shall serve as Co-Chairperson of The Ministry until she dies, resigns, or is removed for misconduct (By-Laws Article VII, Section 4, paragraph a-2). The Chairperson/s shall nominate leaders at-large, who are presently serving in the capacity of ministerial leadership at God Will Ministries, Inc. and/or Honorary Members (By-Laws Article VI, Section 4, paragraph c) to fill vacant positions on the board as needed. The Board of Directors shall either approve or disapprove the nominees. The board shall have no less than three (3) members and no more than six (6) (By Laws Article VII, Section 2, paragraph A) at any given time. The terms of office for board members are outlined in the By-Laws Article VII, Section 3.

ARTICLE V: INITIAL DIRECTORS

The name and address of the Initial Directors for the Corporation shall be:

Chairperson: Donald V. Passaro 6475 N.W. 54th Loop, Ocala, FL 34482

Co-Chairperson: Betty J. Passaro 6475 N.W. 54th Loop, Ocala, FL 34482

Vice-Chairperson: John Shatzer 849 Cartier Drive, Canal Fulton, OH 44614

Vice-Chairperson: H. Jeanne Shatzer 849 Cartier Drive, Canal Fulton, OH 44614

Vice-Chairperson: Francis X. Marzullo 1300 Weymouth Drive, Deland, FL 32724

Secretary: Betty J. Passaro

Treasurer: Donald V. Passaro

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the Registered Agent for the Corporation shall be:

Jonathan P. Culver, Esq.

2145 N.E. Second Street, Ocala, Florida 34470, US.


ARTICLE VII: INCORPORATOR

The Incorporator for the Corporation shall be:

Donald V. Passaro


6574 N.W. 54th Loop, Ocala, Florida 34482.

The signators below hereby certify and do declare that the information above is both accurate and true to the best of their knowledge and that they have the authority to sign for the Corporation:



Signature/Incorporator

7/28/2010
Date



Signature/Secretary

7-28-2010
Date

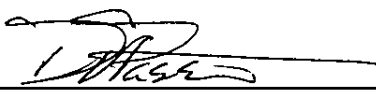
The date of each amendment(s) adoption: 5/10/2010

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.


Dated 8/18/2010

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

DONALD V. PASSARO

(Typed or printed name of person signing)

 PRESIDENT
(Title of person signing)