

T Roberts AUG 18 2009

LAW OFFICES OF MARLON E. BRYAN, P.A.

5701 Sheridan Street, Hollywood, Florida 33021

Tel: (954) 322-4408 • Fax: (954) 322-0330 • m5meblaw@bellsouth.net

Marlon E. Bryan, Esq.
Counselor/Attorney at Law

*Member of Florida &
New Jersey Bar*

Karla C. Gonzalez
Certified Paralegal

August 12, 2009

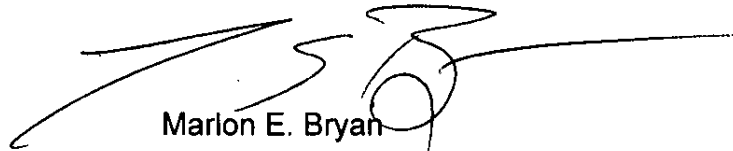
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: THE F.A.C.E FOUNDATION, INC.
Document Number N08000005083
FEI/EIN 262696271

Enclosed is the original and one (1) copy of the Non-Profit Articles of Amendment and a check for Forty-Three Dollars and 75/100 (\$43.75) to cover the cost of filing the articles and acquiring a Certified Copy. Please return the Certified Copy and Letter of Acknowledgment to our office at:

Law Offices of Marlon E. Bryan, P.A.
5701 Sheriden Street
Hollywood, Florida 33021

Very truly yours,

A handwritten signature in black ink, appearing to be 'MEB', with a long horizontal line extending to the right.

Marlon E. Bryan

MEB/kg
Enclosures

Document Number N08000005083
FEI/EIN 262696271

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 AUG 14 AM 11:53

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**THE F.A.C.E. FOUNDATION, INC.
(Not-For-Profit Corporation)**

ARTICLE I

The name of the Corporation shall remain the same as:

THE F.A.C.E. FOUNDATION, INC.

ARTICLE II

The principal place of business and mailing address of the Corporation:

6601 N.W. 167 Street
Miami, FL 33015

AMENDED ARTICLE III

3.1 The F.A.C.E. Foundation, Inc. shall also be known as **The Fund for the Advancement of Community and Education.**

The Corporation is formed for the benefit of, to perform the functions of, or the carry out the purposes of New Testament Baptist Church, Incorporated of Miami. It is organized for charitable and educational purposes for the ministries of New Testament Baptist Church, Incorporated of Miami as provide by and which qualifies it as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall have the power and authority:

- (i) to receive assistance, money(as grants, membership dues or otherwise), real or personal property and any other forms of contributions, gifts, bequests or devises from any person, firm or corporation to be utilized in the furtherance of the purposes of the Corporation;
- (ii) to enter into agreements or contracts for contributions to the Corporation for its objectives and purposes, subject to the bylaws of the Corporation;

Document Number N08000005083
FEI/EIN 262696271

- (iii) to distribute, in the manner, form and method, and by the means determined by the Board of Directors, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its objectives and purposes;
- (iv) to purchase, acquire, own, hold, guarantee, sell, design, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage or otherwise dispose of any real estate; and as the owner of any such real or personal property, to exercise all rights, powers and privileges of ownership.

All of the above and foregoing are to be construed both as objectives and powers, and it is expressly provided that the enumerated shall not be held to limit or restrict in any manner the general powers of the Corporation. Subject to the limitations set forth below, the Corporation may do all things requisite and necessary, proper and desirable to carry out and further its purposes; and in general, has all the privileges, immunities and benefits not required to be stated specifically in these Articles, for which corporations may be incorporated under Chapter 617 of the Florida Statutes, which is the Florida Not for Profit Corporation Act.

3.2 Notwithstanding any other provision of these Articles of Incorporation:

(a) The Corporation shall not be operated for profit. It may only engage in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and by a corporation to which contributions are deductible under Sections 170(c), 2055, and 2522 of the Internal Revenue Code. To the extent consistent with Section 501(c)(3), the Corporation may exercise any and all powers conferred upon non-profit corporations by Chapter 617 of the Florida Statutes.

(b) 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 Third 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 or in opposition to 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 a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Document Number N08000005083
FEI/EIN 262696271

3.3 The Corporation is organized pursuant to Chapter 617 of the Florida Statutes and does not contemplate pecuniary gain or profit; it has no capital stock and is not authorized to issue capital stock.

3.4 In accordance with section 617.0834 of the Florida Statutes, no loans shall be made by the Corporation to its directors or officers.

3.5 The term of the Corporation shall be perpetual.

ARTICLE IV

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 shall be disposed of by a Court of Competent Jurisdiction of the county 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 V

5.1 The manner in which directors for the Corporation's Board of Directors are elected or appointed shall be set forth in the bylaws of the Corporation.

5.2 All voting power, including, without limitation, power to vote on amending the Articles of Incorporation, is vested in the Board of Directors of the Corporation. The number of directors constituting the initial Board of Directors is three. The names and addresses of those people who are to serve as the initial Directors are:

Dr. DINO J. PEDRONE
6601 N.W. 167 Street
Miami, FL 33015

Dr. DANIEL L. BURRELL
6601 N.W. 167 Street
Miami, FL 33015

DR. JOANNA OSTER

Document Number N08000005083
FEI/EIN 262696271

6601 N.W. 167 Street
Miami, FL 33015

5.3 The internal affairs of the Corporation shall be regulated by the Board of Directors according to the Corporation's bylaws. The power to make, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

5.4 The manner of termination of membership in the Corporation shall be set forth in the bylaws of the Corporation.

ARTICLE VI

The name and Florida street address of the initial Registered Agent is:

LAW OFFICES OF MARLON E. BRYAN, P.A.
MARLON E. BRYAN, ESQ.
5701 Sheridan Street
Hollywood, Florida 33021
Tel: 954-322-4408
Fax: 954-322-0330

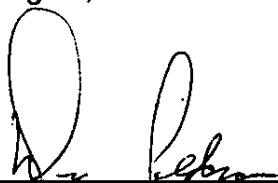
ARTICLE VII

The name and address of the Incorporator is:

Dr. Dino J. Pedrone
6601 N.W. 167 Street
Miami, FL 33015

IN WITNESS WHEREOF, the undersigned director has executed these Amended

Articles of Incorporation this ____ day of August, 2009.



Dr. Dino Pedrone

**CERTIFICATE OF BOARD APPROVAL OF THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
(THE F.A.C.E. FOUNDATION, INC)**

The undersigned, being a Director of the Board of **THE F.A.C.E. FOUNDATION, INC.**, a Florida Not for Profit Corporation, hereby states the following:

1. The Articles of Incorporation for **THE F.A.C.E. FOUNDATION, INC.** were filed with the Division of Corporations of the Florida Secretary of State on the 27th day of May, 2008.
2. On August 10, 2009, a Board Meeting was held at 1:00 p.m. in which the Directors of the Board approved the following: (1) the amendment to the Articles of Incorporation, (2) restatement of the Articles of Incorporation, and (3) amendment to the Bylaws.
3. A quorum (3 members) was present at the Board Meeting on August 10, 2009 and the number of votes approving the amendment, the restatement of the Articles of Incorporation, and the amendment to the Bylaws was unanimous.
4. Thus, the amendment and the restatement of the Articles of Incorporation, along with the amendment to the Bylaws were sufficiently approved by unanimous vote on August 10, 2009.

RESOLVED: That the Articles of Incorporation are amended and restated on the 10th day of August, 2009 and shall be immediately filed with Florida Division of Corporations and the Internal Revenue Service to support the application for exemption under Section 501(c)(3).

RESOLVED: That the Bylaws are on the 10th day of August, 2009 and shall be immediately filed with Internal Revenue Service to support the application for exemption under Section 501(c)(3).

By: _____

Dr. Dino Pedrone

Title: Director, The F.A.C.E. Foundation, Inc.