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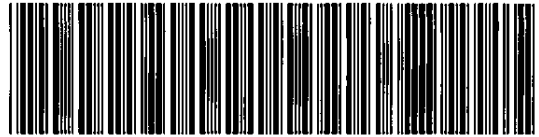
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09 MAY 20 AM 11:03
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Amend
*CL
5/27/09

God's Calling Gospel Holiness Church Inc..

God's Calling Gospel Holiness
Church Inc..
2261 NW 58th Street Miami,
Florida 33142

Phone: 305-634-7659
FAX: 305-634-1224
e-mail: bishopjones49@hotmail.com

Thursday, May 14, 2009

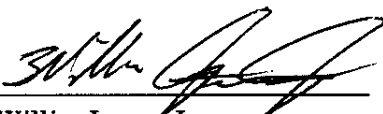
Department of State
Division Of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Dear Ladies or Gentlemen

Please find enclosed check in the amount of \$ 43.75 for the Article of
Incorporation for Thursday, May 14, 2009. Cedon Investor Group Coporation.

If possible please expedite processing these document for other
documents are pending, waiting on the return of these paper. In advance I
greatly appreciate your corporation.

Please forward all documents to ,2261 NW 58 Street, Miami, Florida 33142; in care
of Willie Jones.


Willie James Jones

ARTICLES OF AMENDMENT

**To
ARTICLES OF INCORPORATION
Of
Cedon Investment Group Corporation**

Pursuant to the provisions of section 617: 1006, 617.0123 Florida Statutes. The undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

SEE ATTACHED

SECOND: The date of adoption of the amendment(s) was: May 15, 2009

THIRD: Adoption of Amendment (CHECK ONE)

☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment the amendment(s) was (were) adopted by the board of directors.

Cedon Investment Group Corporation
Corporation Name



Signature of Chairman Vice Chairman. President or other officer

Cedon Saintil Jr.

Typed or printed name

President
Title

May 15, 2009
Date

FILED
09 MAY 20 AM 11:03
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

We, the undersigned Subscribers to, these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together for the purpose of constituting a charitable organization for faith networking, to, operate in accordance with the Laws of God and in a non-profit corporate form, pursuant to the applicable provisions of the Statutes of the State of Florida relative non-to corporations and in a not for profit; and we hereby covenant and agree as follows,.

Notwithstanding any other provisions of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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.

Upon 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 of 1986 or the corresponding provision 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 the Court of Common Pleas 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 for such purposes.

AMENDMENT OF ARTICLE

Article II **PURPOSE**

1. Notwithstanding any other provisions of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Limit of Power

2. 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.

The purpose of the corporation shall be: to cultivate, promote, promulgate, to reach out to the broken heart and the hopeless in love, teaching uplifting and encouraging all in how to preserve in all situations that may occur in one's life ministry in the network with other faith based organizations which consist of neighborhood churches with member or group members who will make a commitment to youth related services such as tutoring, team sports, field trips,

religious studies, mentoring and extend, educational and charitable works, such as drug rehabilitation counseling and facilities, feeding program for the elderly, and women in distress counseling; to teach and help people of all race, creed and color by ways of media; to adopt, and establish By-laws, and management of its affairs, in accordance with the law and not inconsistent with these Articles of incorporation; take, manage and dispose of property, real and personal, of the Corporation. To borrow money contract debts, and lease bonds, notes and debentures, and secure payments or performance of its obligations. To do all acts necessary or expedient for the administration of the affairs and attainment of the purpose of the corporation, including e.g., the establishment of schools, seminars, youth center, etc. oriented to organizational principles. Foreign and domestic, national and international {Global} boundaries.

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Nonprofit Public Benefit Corporation Law, for charitable and educational purposes to aid the poor and disadvantaged individuals and families towards a life of self-sufficiency, the programs will consist of but shall not be limited to: Seminars, Outreach Advocacy Programs for the Homeless and Disadvantaged, Health Care, Housing, Employment, Warfare Reform, Literacy. Counseling, Temporary Shelter, Teenage Pregnancy, Job Training, Job Placement, and Acquisition. Substance Abuse Awareness and Prevention, Tutoring, AIDS Awareness, Elderly Care and other programs to aid those in need.

To raise the economic, educational and social levels of the underprivileged residents of Dade, Broward and other County, Florida, and other similar communities, who are substantially underemployed and have income, who are proportionately more after victims of crime, by fostering and promoting community wide interest and concern for problems of such residents, and to that end; (a) Racial tension, prejudice, discrimination, economic and otherwise, be eliminated; (b) Sickness, poverty and crime may be lessened; and (c) Educational and economic opportunities may be expanded among the residents of Ware and other County, Florida and other surrounding areas

To expand the opportunities available to said residents to control, manage, and eliminate crime, sickness and poverty; to assist said residents and groups in developing skills necessary for the successful elimination of crime, poverty and sickness; to provide financial support for the successful efforts of said residents and to assist said residents in obtaining such financial support from other sources. To expand the opportunities available to said residents to obtain adequate low-cost housing accommodations. To aid, support and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholders or individual, and no Substantial part of the activities of which is carrying on propaganda, or otherwise attempting to Influence legislation To do any and all lawful activities which may be necessary, useful or desirable for the **furtherance, accomplishment, fostering or attainment of the** foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature

such as corporations, firms, associations, trust, institutions, foundations or governmental bureaus, departments or agencies In furtherance, but not in limitation, of the foregoing charitable, arid educational purposes, the corporation shall have the following powers: To solicit, collect, and receive money and other assets, and to administer funds and contributions received by grant, gift, deed bequest or devise, and otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expand, contribute, use, sell or otherwise dispose of any money, securities, property, rights or services so acquired for the purpose above mentioned; To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, and other corporate obligations, for Moines borrowed, or in payment for property acquired or for any of the purposes of the corporation, arid to secure a payment of any such obligation by mortgage, pledge, deed, Indenture, agreement or other instrument of trust, or by other lien upon, assignment of or agreement in regard to all or any part of the property, rights or privileges of the Corporation; To invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock, and any other securities of any kind whatsoever, and property, real, personal or Mixed, tangible or intangible, all as the Corporation's Board of Directors shall deem advisable, and as may be permitted by law; To provide advice, support, credit, funds, capital, gifts and all other lawful forms of assistance, financial and otherwise, to or for use in business enterprises owned, or destined to be owned, by said residents and groups; To furnish management, administrative and other business advice, support, training and technical assistance to said residents and groups in order to enable them to develop necessary skills to successfully operate business ventures; To encourage and voluntarily assist said residents and groups to organize, create, acquire, obtain financing for, own, and manage and operate business enterprises; To Obtain information and conduct research, studies and analysis of the problems of said community, and prepares and publishes reports as to any and all matters that may be of use in furthering the efforts of said residents and groups to eliminate crime, poverty and sickness To-conduct educational and other efforts to eliminate crime, poverty and sickness and to foster the establishment of sound and constructive relationships between the various components of communities of Dade, Broward and other County, Florida, similar communities, including but not limited to educational, religious, social, business and financial communities To aid, support and assist by gifts, contributions, loans, investments and other lawful forms of assistance other persons or organization seeking to expand the opportunities for business ownership by said residents and groups in organizing, creating, acquiring, obtaining financing for, and managing the effort to eliminate crime, poverty and sickness; To conduct educational activities designed to provide instruction or training of said residents and groups for the purpose of improving or developing their capabilities, language and job skills, and the instruction of the public or subjects useful to said residents and groups, and beneficial to the community as a whole; To engage in the activity of operating business ventures for the purpose of providing job training, employment, and managerial development opportunities to said residents for the charitable purpose of furthering the economic development of the community; To engage in any and all other activities which will directly or indirectly improve the welfare and economic conditions of said residents and groups; and To exercise all other rights and power conferred upon corporations formed under the General Nonprofit Corporation Law of the State of Florida provided however, that the Company shall riot engage in any activities or exercise any powers, including those specifically

mentioned herein that are not in furtherance of the specific and primary charitable, and educational purposes of the Corporation.

To the end of the foregoing objectives and purposes and any related religious and charitable purposes and any related religious, charitable, and may be carried out, performed and accomplished this ministry network corporation shall have the power to engage only in such activities as shall not constitute business unrelated to its religious, benevolent, charitable, literary and educational purposes. It shall engage only in such activities as are permitted to be carried on by corporation whose income is exempt from taxation pursuant to Section 501(c) (3), Florida Statutes, and contributions to which are deductible pursuant to Section 107(c) (2) of the Internal Revenue Code of 1986 or corresponding provisions any future United States Internal Revenue Code. Subject to provisions of Section 617: 1006 Florida Statutes and to any rules Or by-laws which may be adopted by the Board of Directors, the Board of Directors this church corporation shall be authorized to conduct weddings and funerals Any Provision elsewhere these Articles of Incorporation to the contrary notwithstanding, this corporation shall engage in, act to shall any of its assets be used or applied to activities which constitute carrying on of propaganda, attempting to influence legislation or participating in or intervening in any political campaign on behalf of any candidate for public office, nor shall any part of its earnings or assets inure to the benefit of any private member, except- for reasonable compensation for services actually rendered. Subject to the foregoing limitations and subject specifically, the provisions of 617: 1006 Florida Statutes. This church corporation shall have all of the powers and rights set forth in 617: 1006 Florida Statutes. The purposes set forth in Article II herein shall likewise be constructed as powers.

In accordance with the Doctrine of the Corporation creed / by-laws to spread the gospel of Jesus Christ The religious program will consist of, but shall not be unlimited to: Homelessness Health Care, Child Care, Youth At High Risk, and Tutorial. Land Acquisition, Counseling Employment, Christian Education and other programs to aid those in need.

Promotions, not limited to Church networking, Web sites, Radio programming, Media, Word of mouth, flyers/ newsletters,;

ARTICLE III

Qualification of Membership

The qualification of the members and the manner of their admissions are as follows, to-wit:

Such persons shall be qualified to become members as shall be approved by a majority of the Board of Directors and admissions to membership shall be by such majority vote; and the membership of the corporation shall consist at all times of the members of the Board of Directors then in office and their successors.

ARTICLE V

Officers

The affairs of this corporation shall be administered by its officers, who shall be a President, Vice President, Secretary and Treasurer, all of whom shall be members of the Board of Directors, and such other assistants or administrative officers as are determined by the Board of Directors from time to time. The Board of Directors shall appoint the officers and the officers shall serve at the pleasure of the Board of Directors: provided, however, that any person dealing with the corporation shall be entitled to rely upon the documents signed on behalf of the corporation by its President, with its corporate seal thereto affixed and attested to by its Secretary.

ARTICLE VI Management

The President of the corporation will manage the business of the corporation and shall have direct operational responsibilities for the corporation; The President will be elected at the annual meeting.

ARTICLE VII Board of Directors

The Board of Directors is that group of persons vested with the management of both the spiritual and secular business and affairs of this corporation, subject to the law, the Articles of Incorporation and the By-laws.

The number of directors of this corporation shall not be less than three (3) at any time. Until further amendment of the By-Laws, the number of Directors may vary from time to time between a minimum of three (3) and a maximum of nine (9) with the amount to be determined by the vote of two-thirds (2/3) of the incumbent directors. The Board of Directors shall be elected as provided in the bylaws of the corporation.

ADDED OFFICER: David Allen 3311 NW 172 Terrace Miami Garden, Florida 33056
Michael Cunningham 3525 172 Terrace Miami, Garden, Florida 33056
Kenson Baptiste 238 NW 48th Street Miami, Florida 33127

ARTICLE VIII Amendments

The power to alter, amend, or repeal the Articles of Incorporation of this corporation is vested in the Board of Directors. Such action must be taken as specified in the Articles of Incorporation, or pursuant to a Resolution approved by a majority of the Directors.

ARTICLE IX By-law

The Board of Directors shall provide the By-laws for the conduct of its business and the business of this church corporation as the Board of Directors may deem necessary from time to

time. Such By-laws may be amended, altered or rescinded by a majority of its vote of the Board of Directors present at any regular meeting or any special called for that purpose.

Article XI **DISSOLUTION**

Upon 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 of 1986 or the corresponding provision 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 the Court of Common Pleas 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 for such purposes.

CONFLICT OF INTEREST

Section 10.1 Conflict Of Interest Any director, officer, or key employee who has an interest in a contract, salary negotiation, or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

The foregoing Amendment adopted by the organizers of this organization on May 15, 2009 and unanimously approved by its Board of Directors. The organization's by - laws does not require vote of members for adoption of amendments.

IN WITNESS WHEREOF the undersigned officer or this corporation have executed this Article of Incorporation on Thursday, May 15, 2009


Cedon Saintil Jr.