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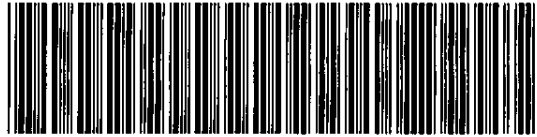
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10 NOV -4 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMEND  
IRP 11/4

**ARTICLES OF INCORPORATION Amendments  
FILED SECRETARY OF STATE**

**Win City ULC, Inc. October 19 2010**

**A FLORIDA NONPROFIT CORPORATION**

**Pursuant to the Laws of the State of Florida, the undersigned Incorporator submits these articles of  
Incorporation Amendments**

**This Amendment was adopted on October 29, 2010 by the Directors and there are no members  
entitled to vote.**

**ARTICLE I**

**The name of the corporation shall be Win City ULC, Inc**

**ARTICLE II**

**The effective date of this corporation shall be the date upon which these articles are received by the  
Florida Secretary of State.**

**ARTICLE III**

**The term of existence of this corporation shall be perpetual, or until the corporation's  
existence is terminated by its members or by court of Law with competent jurisdiction.**

**ARTICLE IV**

**This corporation is formed for religious purposes, to advance religious faith and practice as taught by the  
Universal Life Church, to perform acts of charity and further benefit of all people. The Corporation is  
organized exclusively for charitable, religious and educational purposes, including for such purposes, the  
making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3)  
Of the Internal Revenue Code, or the corresponding section of any future federal tax code. 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**

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make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be 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.

#### ARTICLE V

In the event of voluntary dissolution of this corporation, the assets (after all just creditors are paid) shall be distributed in equal shares to the Human Rights Campaign Foundation and Lifelong Aids Alliance.

#### ARTICLE VI

The registered office for this corporation shall be 407 N. Brink Av., Sarasota, FL 34237 US. The initial registered agent shall be James K. Cain. I consent to serve as Registered Agent for the above named corporation in the State of Florida. I understand it will be my responsibility to accept service of process on behalf of the corporation, to receive and

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#### ARTICLE VII

The names and addresses of the Initial Board of Directors are:

Rev. James K. Cain, 407 N. Brink Av., Sarasota, FL 34237

Yvonne T Cain, 407 N. Brink Av., Sarasota, FL 34237

## ARTICLE VIII

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture,

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Trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee, or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner.

If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer" "employee", and "agent" shall include the heirs, estates, administrators, executors, and personal representatives of such persons.

ARTICLE IX

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This incorporator of this corporation is Rev. James K. Cain, 407 N. Brink Av., Sarasota, FL 34237.

Signed this 29 day of October \_\_\_\_\_ 2010

Rev. James K. Cain

Rev. James K. Cain  
407 N. Brink Av.  
Sarasota, FL 34237

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**Signed this 29 day of October, 2010**

**Rev. James K. Cain**

**407 N. Brink Av.**

**Sarasota, FL 34237**