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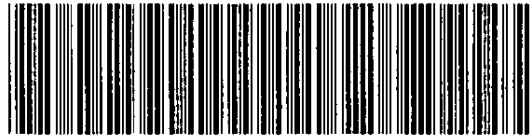
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts JUN 10 2009

TREE OF LIFE MINISTRIES SPANISH AMERICA, INC.

2084 Thompson Rd., Fenton, Michigan 48430

Employer Identification Number: 59-2547246

June 2, 2009

TO: Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Name of Corporation: Tree of Life Ministries Spanish America, Inc.

Document Number: N09725

Federal E.I. Number: 59-2547246

The enclosed Articles of Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kristen Barancik, Office Administrator
Tree of Life Ministries
2084 Thompson Road
Fenton, MI 48430

For further information concerning this matter, please call:
William H. Bailey at (989) 832-7547, Extension 8055

Enclosed is a check for the following amount made payable to the Florida Department of State:
\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed).

**RESTATED ARTICLES OF INCORPORATION
Of**

TREE OF LIFE MINISTRIES, SPANISH/AMERICA, INC.

Document Number: N09725

2084 Thompson Road, Fenton, Michigan 48430

Employer Identification Number: 59-2547246

A NONPROFIT ECCLESIASTICAL CORPORATION

Pursuant to the provisions of sections 617.1006 and 617.1007, Florida Statutes, this Florida Not For Profit Corporation adopts the following restatement of its Articles of Incorporation. The following Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them and shall be the Articles of Incorporation for the corporation:

ARTICLE I—NAME

The name of the corporation shall be: **Tree of Life Ministries, Spanish/America, Inc.**

ARTICLE II—PRINCIPLE OFFICE

The principal street address: **2084 Thompson Road, Fenton, Michigan 48430**

ARTICLE III—PURPOSE

This Corporation is a nonprofit ecclesiastical Corporation 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.

These purposes are to preach, teach, publish the gospel in every scriptural way, including: youth and children's ministries, media ministry, crusades, seminars, conventions, church services, and international missions. Evangelism, training of believers of all levels, healing of people's lives, and encouraging churches and ministries will always be the thrust of this ministry.

The Corporation may engage in any lawful act or activity allowed by the laws of the state of incorporation for nonprofit ecclesiastical corporations for the furtherance of the charitable, religious, and educational purposes of the Corporation.

ARTICLE IV—NONPROFIT

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 purposes.

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.

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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 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 corresponding section of any future federal tax code.

In furtherance of its religious, nonprofit, tax-exempt purposes, the Corporation shall have the following powers and authority:

1. To do all acts, perform all functions, and carry on all activities permitted by the nonprofit corporation laws in the State of Incorporation or of any other state in which the Corporation is qualified to act.
2. To have and exercise all powers and rights enjoyed by corporations, generally, in the State of Incorporation and in any state in which the Corporation is qualified to act, as long as the exercise of such powers is not specifically prohibited for nonprofit, charitable, religious, and educational corporations.
3. To use all media, whether now known or hereafter discovered, including, but not limited to: print, television, radio, and internet.
4. To exercise such incidental powers as may reasonably be necessary to carry out the purposes for which the Corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a charitable, religious, and educational organization as set forth in Section 501(c)(3) of the Code.

ARTICLE V—DISSOLUTION

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 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 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 exclusively for such purposes.

ARTICLE VI—MEMBERSHIP

The members of the ministry shall worship and labor together according to the disciplines, rules and usages consistent with the Holy Scriptures and the Corporation's governing documents and not necessarily those of another church or higher ecclesiastical body.

The Corporation elects to have two classifications of members, voting and non-voting as follows:

Board Members (voting): The Board of Directors represents the overall interest of the Corporation and any action which would otherwise require a vote of members shall require only a vote of the members of the Board of Directors. No meeting or vote of congregational members shall be required for this Corporation. All rights which otherwise would vest in voting members shall vest in the Directors.

Congregation Members (non-voting): The congregational members of the ministry shall worship and labor together according to the disciplines, rules, and usages consistent with the Holy Scriptures and the Corporation's governing documents and not necessarily those of another church or higher ecclesiastical body.

ARTICLE VII—MANNER OF ELECTION

Directors shall be nominated by the President of the Corporation and ratified by the members of the Board of Directors. They shall be elected for a term of one, two, or five years (not to exceed five years) at the next annual meeting whereupon their term of appointment shall expire. Nothing herein shall prevent the re-election of any Director for any subsequent term.

ARTICLE VIII—DIRECTORS AND/OR OFFICERS

V. Guy Henry, 2084 Thompson Road, Fenton, MI 48430, President

Angela M. Henry, 2084 Thompson Road, Fenton, MI 48430, Vice President

Thomas S. Shaw, 4053 Swindell Hollow, Lebanon, TX 37090, Vice President

Karl A. Barancik, 2502 Torrey Grove Ct., Fenton, MI 48430, Secretary

Kenneth Delgado, 154 Angelo Rd. SE, Palm Bay, FL 32909, Treasurer

William H. Bailey, 7505 Perrine Road, Midland, MI 48642, Director

ARTICLE IX—REGISTERED OFFICE AND AGENT

The name and **Florida** street address of the registered agent is:
Kenneth Delgado, 1520 Bottlebrush Drive NE, Palm Bay, FL 32905

Having been named as registered agent to accept service of process for the above stated corporation at the place designated above, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

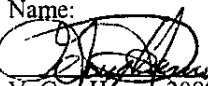
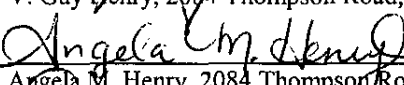

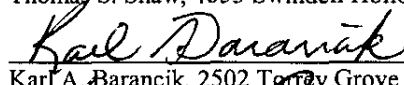
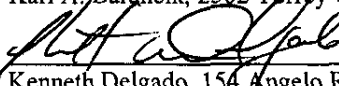
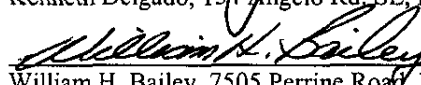
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(Date)

ARTICLE X— OFFICERS AND DIRECTORS OF RECORD

These Restated Articles of Incorporation were duly adopted on the **3th** day of **January, 2009**.

There being no members, other than the Board of Directors, entitled to vote on the adoption of the restatement, we, the Officers and Directors of the Corporation, in witness whereof and for the purpose of adopting and giving legal effect to these Restated Articles of Incorporation, hereunto sign our names and places of residence:

The Officers and Directors of the Corporation on the date of adoption:

Name:	Title:	Date:
 V. Guy Henry, 2084 Thompson Road, Fenton, MI 48430	President	<u>1-3-09</u>
 Angela M. Henry, 2084 Thompson Road, Fenton, MI 48430	Vice President	<u>1-3-09</u>
 Thomas S. Shaw, 4053 Swindell Hollow, Lebanon, TN 37090	Vice President	<u>1-3-09</u>
 Karl A. Barancik, 2502 Torrey Grove Ct., Fenton, MI 48430	Secretary	<u>1-3-09</u>
 Kenneth Delgado, 154 Angelo Rd. SE, Palm Bay, FL 32909	Treasurer	<u>1-3-09</u>
 William H. Bailey, 7505 Perrine Road, Midland, MI 48642	Director	<u>1-3-09</u>