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JUN 6 2012

C. MUSTAIN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: KGAA Corporation

DOCUMENT NUMBER: 110000002750

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

Please return all correspondence concerning this matter to the following:

Ramon Agosto
(Name of Contact Person)

KGAA Corporation
(Firm/ Company)

P.O. Box 5033
(Address)

Wimber Park FL 32793-5033
(City/ State and Zip Code)

attorney agosto @ kgaa corporation . org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ramon Agosto at (321) 695-9695
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

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

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

KGSA CORPORATION

(Name of Corporation as currently filed with the Florida Dept. of State)

71000000 2750

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

NONE

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

Change PT John Doe
 Remove V Mike Jones
 Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	<u>See attachment</u> _____	_____ _____ _____
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	_____	_____	_____ _____ _____

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See Attachment

The date of each amendment(s) adoption: 04/26/2012

Effective date if applicable: 04/26/2012
(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 04/26/2012

Signature [Handwritten 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)

Raymond Agosto
(Typed or printed name of person signing)

President
(Title of person signing)



Amended

ARTICLE OF INCORPORATION FOR KGAA CORPORATION

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: KGAA Corporation

ARTICLE II

The principal place of business address is: 5801 Dahlia Drive Orlando, Florida 32807-3238

The mailing address of the corporation is: P.O. Box 5033 Winter park Winter Park FL 32793-5033

ARTICLE III

The purpose for which this corporation is Organized; To establish and operate a school that develop and Expand Christian Theological Education, to different levels and concentrations, Such Bible Institute, under-grad and post-grad.

This Ministry is a religious Christian organization.

Inform Immigrants about their legal Rights and advices then about how to secure those and to receive such protection as the Law provides, provide legal services promote and facilitate the reunification of families and naturalization of aliens.

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

All other legal activities for not- for-profit organization.

ARTICLE IV

The period of the duration of this corporation is perpetual.

ARTICLE V MEETING

The annual membership meeting of this organization shall be held on the day of each and every year except if such day is a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by the Articles of incorporation.

The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.

Regular meeting of this organization shall be held at FL. The presence of not less than half plus one or (62%) percent of the members shall constitute a quorum and shall be necessary to conduct the business of the organization; but lesser percentage may adjourn the meeting for a period of not more than one week from the date scheduled by the Articles of incorporation and the secretary shall cause notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meeting of this organization may be called by the president when he deems it for the best interest of the organization. Notice of such meeting shall be mailed, emailed, telephone calls to all members at their address as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of half plus one or (62%) percent of the members of the Board of Directors or half plus one (62%) of the members of the organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested schedules date.

No other business but the specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE VI

The designation of the county or state of the corporation's principal office may be, changed by amendment of the Article of incorporation. The Board of Directors may change the principal office from on location to another within the named county by noting the changed address and affective below, and such changes of address shall not be deemed, nor require, an amendment of the Articles of incorporation.

ARTICLE VII VOTING

At All meetings, except for the election of officers and directors, all votes shall be by voice. For election of officer, votes shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors. At all votes for ballot the chairman in of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "inspectors of Election" and who shall, at the conclusion of such balloting, certify un writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minute book to the minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VIII ORDER OF BUSINESS

1. Player
2. Quorum
3. Reading of the Minutes of the preceding meeting
4. Report of President
5. Report of treasurer
6. Others
7. New Business
8. Closure

ARTICLE IX BOARD OF FIRECTORS

The business of the organization shall be managed by a Board of Directors consisting of (5) members, together with the officers of the organization. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United State.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of the organization in the same manner and style as the officers of this organization and they shall serve for a tern of years.

The Board of Directors shall have the control and management of the affairs and business of the organization. Such Board of Director shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Half plus one or (62%) percent of the members of the Board of Directors hall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the 31st day of each month every year.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The president of the organization by virtue of his office shall be Chairman of the Board of Directors.

The Board of Directors shall select from one of their members a secretary. A director may be removed when sufficient cause exists for such of removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interest of the organization.

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Article of collectively or individually by law, by the Article of Incorporation, or by the Articles of incorporation:
- b) Appoint and remove, employ and discharge, and , except as otherwise provided in the Articles of incorporation, prescribe the duties and fix the compensation, if any, of all officers and employees of the corporation;
- c) Supervise all officers, agent and employees of the corporation, and notices of meeting mailed, emailed or telephoned to them at such address shall be valid notices thereof.
- d) Meet at such time and places as required by Articles of incorporation.
- e) Register their address with the Secretary of the corporation, and notices of meetings mailed, emailed or telephoned to them at such addresses shall be valid notices thereof.

ARTICLE X OFFICERS

The initial officers of the organization shall be as follow:
President, Vice president, Secretary, Treasurer.

The President shall preside at all membership meetings; He shall present at each annual meeting of the organization an annual report of the work of the organization. He shall appoint all committees, temporary or permanent. He shall see all books, reports and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice president shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president. He shall give and serve all notices to members of this organization; he shall be the official custodian of the records and seal of this organization. He may be one of the officers required to sign the checks and drafts of the organization. He shall present to the membership at any meetings any communication addressed to him as a Secretary of the organization. He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasure shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He shall cause to be deposited in a regular business bank or trust company a sum not exceeding \$100.00 and the balance of the funds of the organization shall be deposited in a saving bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. He must be one of the officers who shall sign checks or drafts of the organization. No special funds may be set aside that shall make it unnecessary to the

Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his is entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from organization for duties other than as a director or officer.

NUMBERS

This corporation shall have minimum of (3) director and collectively shall know as the Board of Directors.

QUALIFICATIONS

Directors shall be of the age of majority, but need not be residents of this state. Other qualifications for directors of this corporation shall be as follow: The board positions shall be filled be persons that are Believers in the faith, with the required level of education and expertise to perform their assigned duties.

POWERS

Subject to the provisions of the laws of this state and any limitations in the Article P.3 or Incorporation and the Articles of incorporation relating to action required to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

NON LIABILITY OF DIRECTOR

The directors shall not be personally liable for debts, liabilities or other obligations of the corporation.

ARTICLE XI SALARIES

The Boards of Director shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization. Director shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the boards. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE XII COMMITTEES

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be a period of one year or less if sooner terminated by the action of the Board of Directors.

The permanent committees shall be:

1. COMMITTEE OF VISION, MISSION AND OBJETIVE FUTURE
2. SEMINARS COMMITTEE
3. MARKETING COMMITTEE
4. EDUCATION AND TEACHING COMMITTEE

ARTICLE XIII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Boards of Directors, except as otherwise provided in the Article of incorporation, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances. Unless soauthorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, as otherwise requires by law, checks, draft, promissory notes orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President and Secretary of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation on such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

SECTION 5. LOANS

From time to time directors/ officers/ employees may loan money of the corporation. Also directors/ officers/ employees may purchase for the corporation necessary and ordinary business items or incur necessary expenses for the operating of the corporation. The Board of Directors must agree to reimburse those expenses of funds are available with no interest, following the IRS guidelines for such loans.

SECTION 6. INSURANCE

Except as may be otherwise provided under provisions by law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the

power to indemnify the agent against such liability under the Articles of Incorporation, the Articles of Incorporation or provision of law.

SECTION 7. INDEMNIFICATION

The director and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

ARTICLE IX CORPORATE RECORDS, REPOSTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how, how called, the notice given, and the names of those present and the proceedings thereof.
- b) Adequate and correct books and records of account, including accounts of its properties and business transaction and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c) A record of its members, if any indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d) A copy of the corporation's Article of Incorporation and Articles of Incorporation as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours. To be request by writing, purposes and approval of the Board.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, any corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTOR'S INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the Articles of Incorporation, other provisions of the Articles of Incorporation, and provisions of law. See section 1 (b).

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts. See section 1 (b).

SECTION 5. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE X IRC 501 (C) (3) TAX EXEMPTION PROVISION

SECTION 1. LIMITATIONS 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 Articles of incorporation, this corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(2) of the Internal revenue Code.

SECTION 2. PROHIBITION

No part of the net earnings of this corporation shall issue to the benefit of, or be distributable to, its members, directors or trustees, officers, 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 of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payments, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purpose within the meaning of Section 510 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. ORDER OF RULES

This corporation adopts the Robert's orders of Rules procedure as the rule to conduct the order of business in every meeting.

ARTICLE XI AMENDMENTS

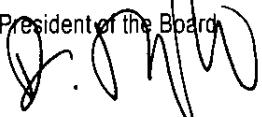
The Articles of incorporation may be altered, amended, repealed or added to be an affirmative vote of not less than (75%) percent o of the members. Subject to the power of the members, if any, of this corporatism to adopt, amend, or repel the Articles of incorporation of this corporation and except as may otherwise be specified under provisions of law, the Articles of incorporation adopted by approval of the Board of Director.

ARTICLE XII CONSTRUCTION AND TERMS

If there is any conflict between the provisions of the Articles of incorporation of this corporation and the Articles of incorporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of the Articles of incorporation be held unenforceable or invalid for any reason, the remaining provisions and portions of the Articles of incorporation shall be unfixed by such holding.

President of the Board



Secretary of the Board



Adopted today 26th of year 2012

04/26/2012

Seal of the Corporation

