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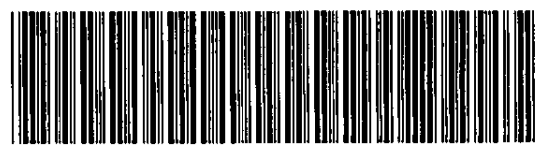
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF JERICHO MINISTRIES, INC.**

Pursuant to Section 617.1002, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended and restated in their entirety and the Corporation adopts the following Amended and Restated Articles of Incorporation for such Corporation.

**ARTICLE I: NAME**

The name of the Corporation shall be: JERICHO MINISTRIES, INC.

**ARTICLE II: PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 1533 Oak Valley Blvd., Minneola, FL 34715.

**ARTICLE III: PURPOSE**

The Corporation is organized exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), including the making of distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). Specifically, the purposes of the Corporation include Christian worship and to share the Gospel of Jesus Christ, the Bible and the information about the Christian faith to as many people as possible using any effective lawful means.

**ARTICLE IV: EXISTENCE**

The existence of the Corporation shall be perpetual.

**ARTICLE V: RESTRICTIONS**

- A. No Private Inurement: No part of the earnings or assets of the Corporation shall inure to the benefit, or be distributable to, its 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 III hereof. The Corporation shall not have capital stock or shareholders.
- B. No Substantial Lobbying: No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.
- C. No Political Campaigning: 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.

- D. Irrevocable Dedication: The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

#### **ARTICLE VI: TRUSTEES**

- A. Number: The Trustees of the Corporation shall consist of not fewer than three (3) and not more than a maximum number determined by the Corporation's Bylaws as amended from time to time.
- B. Powers: The Trustees shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.
- C. Term: The term of each Trustee shall be as established in the Corporation's Bylaws.
- D. Election: The method of electing the Trustees shall be contained in the Corporation's Bylaws.

#### **ARTICLE VII: DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an entity or entities described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code.

#### **ARTICLE VIII: MEMBERS**

The qualifications of the members of the Corporation, the manner of their admission, voting, and other rights and privileges of members shall be regulated by the Corporation's Bylaws.

#### **ARTICLE IX: POWERS**

- A. General: The Corporation shall have all the rights and powers customary and proper for tax-exemption non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.
- B. Restrictions: Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any activities no permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(9) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Section 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).
- C. Charitable Trusteeship, etc.: The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as Trustee.

D.

#### ARTICLE X: AMENDMENTS

- A. Bylaws: Amendments to the Corporation's Bylaws may be made at any regular business meeting or special properly called meeting of the membership provided each amendment shall have been presented in writing to the membership at a previous business meeting.
- B. Articles of Incorporation: Amendments to the Article of Incorporation may be made at any regular business meeting or special properly called meeting of the membership provided each amendment shall have been presented in writing to the membership at a previous business meeting. Amendments shall be by two-thirds (2/3) vote of members present and voting.

C. Non-Profit Exemption:

1. Said organization is organized exclusively for charitable, religious, educational and scientific 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 corresponding section of any future federal tax code.
2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
3. 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.

Pursuant to the Corporation's current Articles of Incorporation, Bylaws and Section 617.1002, Florida Statutes, this Amended and Restated Articles of Incorporation was proposed to the Members of the Corporation and the number of votes cast for this Amended and Restated Articles of Incorporation by the Members were sufficient for approval on \_\_\_\_\_, 2013.

JERICO MINISTRIES, INC.

By: E Joseph  
Print Name: EMMANUEL JOSEPH  
Title: Chairman

By: E Joseph  
Print Name: EMMANUEL JOSEPH  
Title: PASTOR