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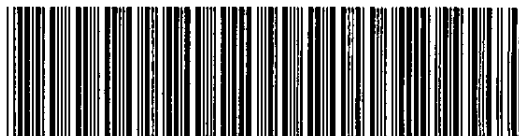
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
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AUG 31 2016
C LEWIS

August 24, 2015

1951 Highland Street
Melbourne, FL 32901

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: POWER OF GOD EMPOWERMENT MINISTRIES, INC.
DOCUMENT NO: N13000007195

Dear Madam/Sir:

Attached are copies of a revised Amended and Restated Articles of Incorporation (the "articles") for the above referenced corporation.

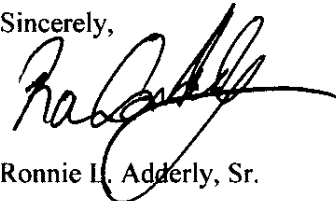
A cashier's check in the amount of \$52.50 is attached for the payment of fees associated with the following:

- Amendment of record - \$35.00
- Two (2) Certified copies - \$8.75 each, total \$17.50

Should you have any questions, or if you require additional information for which to file Articles, please do not hesitate to contact me.

Thank you for your assistance.

Sincerely,



Ronnie L. Adderly, Sr.

RLA/cw
Enclosures

POWER OF GOD EMPOWERMENT MINISTRIES, INC.
1951 Highland Street - Melbourne, FL 32901
Mailing Address: P.O. Box 427 - Melbourne, FL 32902

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

POWER OF GOD EMPOWERMENT MINISTRIES INC.

A FLORIDA NONPROFIT CORPORATION

N13000007195

Pursuant to the provisions of section 617 of the Florida Statutes, the POWER OF GOD EMPOWERMENT MINISTRIES, INC., a Florida Not For Profit Corporation adopts the following amendment(s) and Restated Articles of Incorporation which amend and restate each of the provisions of the original Articles of Incorporation filed with the Secretary of the State of Florida on August 12, 2013.

ARTICLE I, NAME

The name of the Corporation is Power of God Empowerment Ministries, Inc.

ARTICLE II, PLACE OF BUSINESS AND MAILING ADDRESS

The principal office of the Corporation is within the State of Florida shall be located at 1951 Livingston Street, Melbourne, FL 32901, but the corporation may maintain offices and transact business in such other places, either within or outside the State of Florida, as the Board of Directors may determine from time to time.

The mailing address of the Corporation is within the State of Florida: P.O. Box 427, Melbourne, FL 32902

ARTICLE III, DURATION

The term of the existence of this corporation is perpetual

ARTICLE IV, GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- A. To empower communities as an entity on biblical principles, while developing modest citizens, loving families and economic growth as good stewards by promulgating the Gospel of Jesus Christ.
- B. To teach, preach, evangelize, facilitate and operate a church of Christian worship with ancillary services to its members and others in need of religious, charitable and educational activities.
- C. To disseminate the Gospel of Jesus Christ, as set forth in the Holy Scriptures as recorded in the Bible, which is believed to be the inspired, infallible and unerring Word of God; and to propagate the Gospel of Jesus Christ, through all available, lawful means of communication, whether through, electronic media (television, radio, and/or internet) through written or verbal communication, through missionary and evangelistic street outreaches to hopeless and despairing individuals of all races,

creeds and colors, or through development of educational programs for all grade levels.

- D. The general purpose of the corporation, to the extent not inconsistent with the limitations and requirements imposed on an exempt organization as set forth below, is to engage in any activity or business permitted under the laws of the United States and the State of Florida by a not-for-profit corporation.
- E. To provide the preaching, teaching and fostering the growth of the faith in all places; and to license ministers to carry on the work of evangelism; to promote Apostolic Ministry in all places; to carry on the organization of the churches and foster their development and local sovereignty and independence according to these articles and its BYLAWS.
- F. To erect and maintain church buildings, business offices, recreational facilities, and such other structures as are deemed necessary for ministry, and to organize and promote such activities as deemed necessary for the upkeep and continuance of said buildings and facilities.
- G. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organization qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.
- H. To be a church that is only explainable in terms of who God is.

ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

- A. The manner in which directors are elected or appointed are provided for in the BYLAWS.
- B. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board consisting of not less than three (3) persons and who also may be referred to as the Board of "Elders or Trustees" (or simply "Elders or Trustees") who shall be elected or appointed as provided by the BYLAWS. The number of Directors or "Elders or Trustees" may be increased or decreased as set forth in the BYLAWS, or appointed or elected and removed, and vacancies on the Board shall be filled as provided by the BYLAWS.
Notwithstanding any provisions to the contrary, at all times, the Corporation's Board of Elders or Board of Trustees shall consist of not less than three (3). The name and addresses of the "Elders" or "Trustees" who are serving at the time of the adoption of this Restated and Amended Articles of Incorporation are:

Title: P, Ronnie L. Adderly, Sr. 1698 Sunny Brook Lane NE #G203, Palm Bay, FL 32905

Title: VP, Robert L. Adderly, Jr. 1698 Sunny Brook Lane NE #G203, Palm Bay, FL 32905

Title: D, Robert L. Adderly, Sr. 1698 Sunny Brook Lane NE #G203, Palm Bay, FL 32905

ARTICLE VI EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, nor be distributable to its members, directors, 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 IV hereof.
- B. 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 of distribution of statements) any political campaign on the behalf of any candidate for public office.
- C. Notwithstanding any other provisions 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 of 1986, or the corresponding provision of and future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of and future United States Internal Revenue Law.
- D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII MEMBERS

The corporation began its operation with no members and therefore no classes of members. The qualifications for such membership and any ancillary membership rules shall be regulated by the BYLAWS for this corporation.

ARTICLE VIII DEDICATION & DISSOLUTION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, charitable, and educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Upon dissolution of the corporation, the Board of Directors, also referred to as the "Trustees or Elders" shall, after paying or making provision for the payment of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or as amended, as the Board of Directors shall determine. Any such assets not so disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX BYLAWS & CORPORATE AMENDMENTS

Subject to the limitations contained in the BYLAWS, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida concerning corporate actions that must be authorized by the members of the corporation, BYLAWS of this corporation may be made, altered, rescinded, added to, or new BYLAWS may be adopted, either by resolution by the following and the procedures set forth therefore in the BYLAWS:

- A. The Board of Directors, also referred to as the "Trustees or Elders" shall adopt BYLAWS for the corporation.
- B. The Board of Directors, also referred to as the "Trustees or Elders" may propose an amendment to these Articles of Incorporation. Amendments shall be adopted by the Board of "Trustees or Elders" by *unanimous* vote of the "Trustees or Elders".

ARTICLE X INDEMNIFICATION

Every Board Member and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved by reason of his/her being or having been a Board Member or officer of the corporation at the time such expenses are incurred, except in such cases wherein the Board Member or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties, provided that is that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Board Member or officer seeking such reimbursement or indemnification, the indemnification herein shall not apply if the Board of Directors, referred to as "Trustees or Elders" approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not inclusive of all other rights to which such Board Member or officer may be entitled.

ARTICLE XI SUBSCRIBERS

The names and residence addresses of the Subscribers or this corporation are as follows:

Title: P, Ronnie L. Adderly, Sr. 1698 Sunny Brook Lane NE #G203, Palm Bay, FL 32905

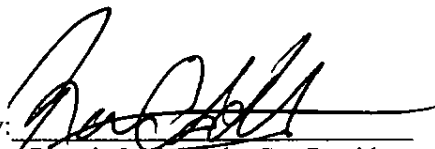
Title: VP, Robert L. Adderly, Jr. 1698 Sunny Brook Lane NE #G203, Palm Bay, FL 32905

Title: D, Robert L. Adderly, Sr. 1698 Sunny Brook Lane NE #G203, Palm Bay, FL 32905

ARTICLE XII INITIAL REGISTERED AGENT

The initial registered agent for service of process of the corporation is Ronnie L. Adderly, Sr., whose mailing address is 1698 Sunny Brook Lane NE #G203, Palm Bay, FL 32905

IN WITNESS WHEREOF, the undersigned President and Vice-President of the Corporation has executed these Amended and Restated Articles of Incorporation this 24th day of August, 2015.


By: 
Ronnie L. Adderly, Sr., President

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The foregoing Amended and Restated Articles of Incorporation of the Corporation do not require member approval, and was adopted by the Corporation's Board of Directors and adopted by the unanimous consent of the Board of "Trustees or Elders", as evidenced by all members of the Board signing the Written Consent.

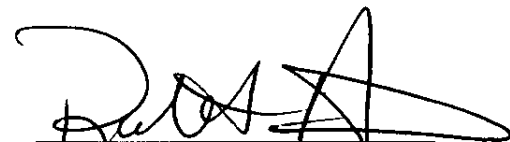

CERTIFICATE

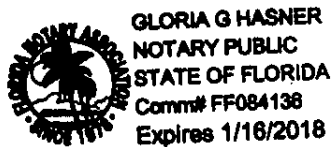
Dated this 24th day of August, 2015

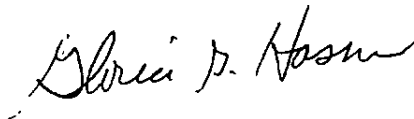
By: 
Ronnie L. Adderly, Sr., President

ACCEPTANCE BY REGISTERED AGENT

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seal this 24th day of August, 2015.


Robert L. Adderly, Jr., Vice-President

Robert L. Adderly, Sr., Director





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