

Pastors Burt & Tammy McDaniel

a place for all God's children

April 29, 2002

Amendment Section
Division of Corporations,
PO Box 6327
Tallahassee, FL 32314

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-05/08/02--01058--015
*****35.00 *****35.00

Dear Sirs:

Attached are our amendments to the Articles of Incorporation and Bylaws for The Father's House of Tallahassee, Inc. Also included are the applicable fees for these changes. Should you have any questions, please contact me:

Pastor Bryce L. Mercier
The Father's House of Tallahassee, Inc.
3434 N. Monroe St.
Tallahassee, FL 32303
(850)562-6200

Regards,

Bryce L. Mercier
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
2002 JUN -6 AM 11:45

Amended and Restated
MJS
6-20-02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 29, 2002

Pastr Bryce L, Mercier
% THE FATHER'S HOUSE OF TALLAHASSEE, INC
3434 North Monroe Street
Tallahassee, FL 32303

SUBJECT: THE FATHER'S HOUSE OF TALLAHASSEE, INC.
Ref. Number: N17046

We have received your document for THE FATHER'S HOUSE OF TALLAHASSEE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Bylaws are not filed with this office. Please retain them for your records.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 202A00034655

RECEIVED
02 JUN - 6 AM 9:18
DIVISION OF CORPORATIONS

2002 JUN -6 AM 11:45

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE FATHER'S HOUSE OF TALLAHASSEE, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we the undersigned, residents and citizens of the United States of America, of full age of majority, have for the purpose of forming a nonprofit religious corporation pursuant to the laws of the State of FLORIDA, for the purposes expressed in ARTICLE III hereof, adopted the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be THE FATHER'S HOUSE OF TALLAHASSEE, INC., and its duration is to be perpetual.

ARTICLE II

The name and address of the Registered Agent of the corporation in the State of Florida is Bryce Mercier, 3434 N. Monroe Street, City of Tallahassee, County of Leon, 32303. His signature, infra at page nine, indicates his acceptance of this designation. The address of the Registered and Principal Office of the corporation in the State of Florida is 3434 N. Monroe Street, City of Tallahassee, County of Leon, 32303.

ARTICLE III

This nonprofit corporation is organized and operated exclusively for the religious purposes of a church within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority; however, the corporation shall not be empowered, and is prohibited from, engaging in any activity which is not allowed pursuant to Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, of the United States of America:

(a) To operate under the name as set forth in ARTICLE I above;

(b) To employ qualified counsel and other necessary personnel to carry out the purposes of this corporation;

(c) To adopt and use a corporate seal;

(d) To earnestly seek and promote the unity of God's people and churches in a Scriptural manner of Godly love, respect and faithful voluntary cooperation with liberty. To that end it may associate and cooperate freely with other non-profit associations, churches and with missionary organizations and branches; as a free and independent fellowship body in accord with its own conscience and the wisdom of God, as the corporation perceives it to be, but in every case and in every act and in pursuance of or adoption of any policy or method or in practice or association, does and shall do so as a free church, always retaining its sovereignty and independence, and in no case

whatsoever as an act of subjection nor precedent or amenability nor as an active or passive or implied

affiliation nor in any way as relinquishing its perpetual legal independence and sovereignty as a

church.

(e) To receive tithes, offerings and property by gift, devise or bequest subject to the laws

relating to the transfer of property by gift or will.

(f) To take, purchase or otherwise acquire; to own, hold, occupy, use, and enjoy; manage, improve, develop and work; to grant, sell, exchange, let, demise, and otherwise dispose of real estate, buildings, and improvements and every right, interest and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated.

g) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferable interests.

(h) To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof and wheresoever the same may be situated.

(i) To borrow and to loan money and to give and to receive evidence of indebtedness and security therefore; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust deed or otherwise.

(j) By its Board of Trustees to appoint such officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; dismiss such officers or employees, or any thereof for any good reason and appoint others to fill their places;

(k) To adopt Bylaws regulating and providing for:

(1) A definite and distinct ecclesiastical government;

(2) A formal code of doctrine and discipline;

(3) A congregational membership;

(4) An organization of ordained ministers ministering to the congregation;

(5) A system of ordaining ministers after completing prescribed courses of study;

(6) A literature of the church;

(7) Regular religious services

(8) Sunday Schools and seminars for the instruction of young and old;

(9) Schools for the preparation of its ministers;

(10) Schools for Christian education of children;

(1) To minister sacerdotal functions;

(m) To adopt and in assume names furtherance of its nonprofit, tax-exempt purposes;

(n) To use any and all media, including but not limited to print, television and radio, in the furtherance of its nonprofit, tax-exempt purposes;

(o) To provide a local place for Christian fellowship for those of like faith, where the Father God, Jesus, the Son of God, and the Holy Spirit, may be honored according to our full gospel testimony;

(p) To assume our share of the responsibility and the privilege of propagating the Gospel of Jesus Christ;

(q) To do all other acts necessary or expedient for the administration of the affairs and attainment of their purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State.

(r) To exercise such other and 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 religious organization as set forth in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, of the United States of America.

(s) The several clauses contained in this ARTICLE III shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any

other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Articles of Incorporation, the corporation shall NOT engage in any political activity proscribed by Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity.

ARTICLE IV

To assure the corporation of its sovereignty and independence and to perpetually protect the church, all ecclesiastical and legal power and authority relative to the corporation shall be exercised by and in accordance with the New Testament Church pattern. Thus under the leadership of the Holy Spirit the Board of Trustees shall conduct all the business of the corporation (church) and shall be the only voting members of the corporation (church). The number of Trustees and their qualifications shall be established in the Bylaws of this corporation. The qualifications of members and directors and the manner of their admission shall be fully provided in the Bylaws.

ARTICLE V

This nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI

The private property of the trustees and members of the congregation shall be non-assessable and shall not be subject to payment of any corporate debts, nor shall the trustees or members of the congregation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

ARTICLE VII

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 the purposes set forth in ARTICLE III hereof. 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 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 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. Upon 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 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.

ARTICLE VIII

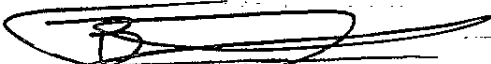
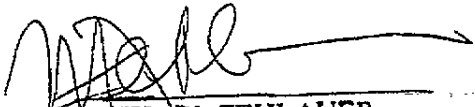

These Articles may be amended at any regular meeting of the Board of Trustees; or at a special meeting called for that purpose, by a two-thirds (2/3) majority.

ARTICLE IX


The undersigned incorporators/directors shall act as the Board of Trustees until their successors shall have been duly qualified and elected. The Board shall not be less than three (3). The Trustees shall be elected yearly at the annual business meeting by the voting members.

DATED This 25 day of April, 2002

INCORPORATORS/DIRECTORS

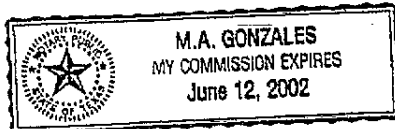
NAME	ADDRESS
 BRYCE L. MERCIER	3434 North Monroe St. Tallahassee, FL 32303
 MICHAEL FEHLAUER	652 Loop 337 New Braunfels, TX 78130
 DIANE MERCIER	3434 North Monroe St. Tallahassee, FL 32303

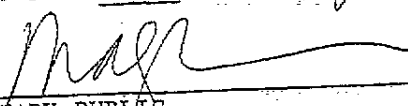
I hereby am familiar with and accept the duties and responsibilities as Registered Agent of THE FATHER'S HOUSE OF TALLAHASSEE, INC.


Registered Agent BRYCE MERCIER

State of Texas
County of Comal

Subscribed and affirmed before me on this 25th day of April, 2002
by MICHAEL FEHLAUER.




NOTARY PUBLIC

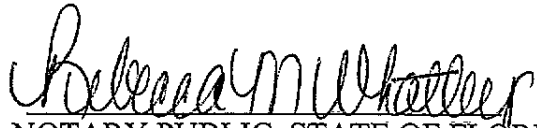
STATE OF FLORIDA)

: ss.

County of Leon)

On the date as first set above before me, the undersigned, a Notary Public in and for the said State, personally appeared Bryce Mercier known to me to be the person whose name is subscribed to the within instrument, they being first duly sworn to, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have herewith set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC, STATE OF FLORIDA
Residing at 9402 Boykin Rd.

Tallahassee FL 32317

My commission expires May 26, 2003.
April 25th, 2002.

REBECCA M. WHATLEY
Notary Public, State of Florida
My Commission Expires May 26, 2003
Commission No. CC840691

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

THE FATHER'S HOUSE OF TALLAHASSEE, INC.
(present name)
N 27046
(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

SEE ATTACHED ARTICLES TO GOVERN THE CONSTITUTION AND BYLAWS OF THE FATHER'S HOUSE OF TALLAHASSEE, INC.

SECOND: The date of adoption of the amendment(s) was: 3/31/02

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

~~_____~~
Signature of Chairman, Vice Chairman, President or other officer

BRYCE L. MORCZER
Typed or printed name

PRESIDENT
Title

Date