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MCGUIRE WOODS LLP FAX NO. 904 7983207

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TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

AVONDALE BAPTIST CHURCH CORPORATION

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Amend + Rest -
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AVONDALE BAPTIST CHURCH CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, on behalf of AVONDALE BAPTIST CHURCH CORPORATION, and pursuant to the Florida Not For Profit Corporation Act, Section 617.1007, certifies as follows:

1. The name of the Corporation is AVONDALE BAPTIST CHURCH CORPORATION. The duration of the Corporation is perpetual.
2. The Amended and Restated Articles of Incorporation of this Corporation contain amendments requiring the approval of the members of the Corporation.
3. The Amended and Restated Articles of Incorporation of the Corporation (including all amendments set forth therein) were adopted by the members entitled to vote thereon and all of the members of the Board of Trustees of the Corporation as of the 6th day of November, 2005, at a meeting pursuant to the Florida Not For Profit Corporation Act, Sections 617.0701, 617.0721, and 617.1006. The number of votes cast for the amendment was sufficient for approval.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I

Name and Duration

The name of this corporation is AVONDALE BAPTIST CHURCH CORPORATION (the "Corporation"). The duration of the Corporation is perpetual.

ARTICLE II

Principal Office

The principal office and mailing address of this Corporation is 3519 Herschel Street, Jacksonville, Florida 32205.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 4979 Water Oak Lane, Jacksonville, FL 32205. The name of the registered agent at such address is Harry Ganey.

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ARTICLE IV

Purposes

This Corporation is organized and operated exclusively for religious and charitable purposes, consistent with the requirements for qualification as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law, hereinafter "Code").

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal or income therefrom or distribute the same for the above purposes.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code, and/or

(b) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

ARTICLE V

Bylaws

Upon proper notice, the Bylaws may be amended, altered or rescinded as provided in the Bylaws.

ARTICLE VI

Manner of Election of Trustees

The powers, business and affairs of the Corporation shall be managed and directed by the Board of Trustees in accordance with the Bylaws. The number of Trustees may be between three and eleven and may be increased or decreased from time to time by amendment to the Bylaws but there shall at all times be at least three Trustees. The method of electing the Trustees shall be as provided in the Bylaws.

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ARTICLE VII**Qualification of Members**

The membership of this Corporation shall constitute such persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE VIII**Amendment**

These Amended and Restated Articles of Incorporation may be amended at a special meeting of the membership called for that purpose pursuant to the Bylaws, by the affirmative vote of two-thirds (2/3) of those present. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE IX**Tax Exempt Status**

No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), trustee, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions and furtherance of the purposes set forth in Article IV hereof. The Corporation shall not have the power to declare dividends. No substantial part of the activities of the Corporation shall be 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 provision of these Amended and Restated 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 any 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 any future United States Internal Revenue Law). Notwithstanding anything herein to the contrary, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Internal Revenue Code 1986 Sections 4940 through 4945 (or the corresponding provision of any future United States Internal Revenue Law), or could result in termination of the Corporation's status as a private

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foundation under Internal Revenue Code of 1986, Section 507, (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X

Meetings

The annual meeting for the election of members of the Board of Trustees shall be held as may be provided in the Bylaws. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE X

Indemnification

The Corporation shall indemnify any officer or Trustee, or any former officer or Trustee, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles this 6th day of November, 2005.

AVONDALE BAPTIST CHURCH CORPORATION

By:

Print:

Its:


Peter S. Rummell

Chairman

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