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AUTHORIZATION

Patricia Pignato

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CUSTOMER NO: 4381472

CUSTOMER: Douglas E. Starcher, Esq
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

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DOMESTIC AMENDMENT FILING

NAME: FREEDOM TABERNACLE
INTERNATIONAL OUTREACH
MINISTRIES, INC.

EFFECTIVE DATE: NOVEMBER 21, 1997

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

AM/Rest
PRG
12/4

FILED
97 DEC -3 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 DEC -3 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT AND RESTATEMENT TO
ARTICLES OF INCORPORATION OF
FREEDOM TABERNACLE INTERNATIONAL OUTREACH MINISTRIES, INC.

The undersigned, President of FREEDOM TABERNACLE INTERNATIONAL OUTREACH MINISTRIES, INC., a Florida not for profit corporation (the "Corporation"), desiring to amend and restate the Articles of Incorporation of the Corporation pursuant to Section 617.1007 of the Florida Business Corporation Act, states as follows:

1. The name of the Corporation is FREEDOM TABERNACLE INTERNATIONAL OUTREACH MINISTRIES, INC.

2. The Articles of Incorporation of the Corporation are amended and restated in their entirety as follows:

See Articles attached hereto as Exhibit "A".

3. The amendments to the Articles of Incorporation of the Corporation were approved by unanimous written consent of the trustees (directors) of the Corporation on November 21, 1997.

4. Members of the Corporation are not entitled to vote on the amendments.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment and Restatement this 21 day of November, 1997.



Arthur J. Lee, President

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97 DEC -3 PM 1:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

**FREEDOM TABERNACLE INTERNATIONAL
OUTREACH MINISTRIES, INC.**

(A Florida Not-for-profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME OF THE CORPORATION**

The name of the Corporation is: FREEDOM TABERNACLE
INTERNATIONAL OUTREACH MINISTRIES, INC.

**ARTICLE II
CORPORATE NATURE - NOT FOR PROFIT**

The Corporation is a not-for-profit corporation, pursuant to the Florida Corporations Not-For-Profit Law set forth in Chapter 617 of the Florida Statutes, and is organized and operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

**ARTICLE III
DURATION**

The duration (term) of the Corporation is perpetual.

**ARTICLE IV
CORPORATE PURPOSE**

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

A. The advancement and promotion of the Christian religion, by, (but not limited to), conducting religious and church service through various forms of ministries; to conduct religious worship and instruction; establish churches, schools, parsonages, and other institutions connected therewith of a religious, educational, charitable character; maintain churches, missionary and other related facilities, locally, nationwide and internationally; provide ministry of the Word of God through religious services, seminars, education, written materials, audio tapes, video tapes, radio and television and other multimedia forums; provide religious and educational instruction to the young,

as well as adults; to train, ordain and license ministers; and any other related or corresponding charitable, religious or educational activity;

ISAIAH 61:1,2 The Spirit of the Lord is upon me; because the Lord hath anointed me to preach good tidings unto the meek. He hath sent me to bind up the brokenhearted, to proclaim liberty to the captives, and the opening of the prison to them that are bound. To proclaim the acceptable year of the Lord and the day of vengeance of our God; to comfort all who mourn.

B. The advancement of religion, charity, education, missionary work, and any other related or corresponding charitable purposes by receiving, holding and administering funds, real and/or personal property, lands, annuities, franchises, hereditaments, moneys, securities, income, and any other assistance, by way of wills, gifts, donations, or purchase, and by the distribution and conveyance of funds, real and personal property, lands, annuities, franchises, hereditaments, moneys, securities, income, and other assistance, such as, but not limited to, buying and selling, leasing and renting for the benefit, support and accomplishment of such purposes;

C. To operate in any other manner for such religious, charitable and educational purposes, to raise, receive and maintain funds, real property and/or personal property, lands, annuities, franchises, hereditaments, moneys, securities, income, and any other assistance, and to distribute, dispose of, and administer funds, real property and personal property, lands, annuities, franchises, hereditaments, moneys, securities, including any income or interest generated therefrom, exclusively for charitable, religious or educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or any other corresponding provision of any future United States Internal Revenue Code;

D. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which Corporation's qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, are not permitted to engage.

E. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this article. 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, or in opposition to, any candidate for public office; and

F. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) 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 (ii) 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).

ARTICLE V CORPORATE POWERS

The scope of the Corporate Powers shall be exercised in accordance with all of the common law and statutory powers of a corporation not-for-profit, pursuant to the laws of the State of Florida, these Articles, the Bylaws for this Corporation, and any provisions of a tax-exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding applicable provision(s) as may be amended in the future.

ARTICLE VI MEMBERSHIP

Every person who believes in repentance toward God, and faith in Jesus Christ, as Lord and Savior, who is willing to confess Him publicly as Lord and King and follow Him in baptism and observe the ordinances of Christ and to be governed by His Commandments, is qualified and eligible for membership in this Corporation. The manner of their admission and voting rights shall be regulated by the Bylaws of this Corporation.

ARTICLE VII MANAGEMENT

The management of this corporation shall be vested in Board of Directors of not less than three (3) persons, who shall conduct its affairs, control its properties, both real and personal, and administer its funds, in accordance with these Articles and the Bylaws of this Corporation. The Pastor shall have general oversight of all the spiritual interest and advancement of all departments of the Corporation and Church(s).

ARTICLE VIII
DIRECTORS

A. The names and street addresses of the present Board of Directors who manage all of the affairs of the Corporation, are:

Arthur J. Lee, Director/President,
1441 Woodlake Circle
St. Cloud, FL 34772

Debra A. Lee, Director/Vice President
1441 Woodlake Circle
St. Cloud, Florida 34772

Samuel H. Fayne
P.O. Box 702111
St. Cloud, Florida 34772

George Beckwith
P.O. Box 702111
St. Cloud, Florida 34772

Connie Becerra, Director/Secretary/Treasurer
P. O. Box 702111
St. Cloud, FL 34772

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of this Corporation, but there shall always be at least three directors.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE IX
BYLAWS AND AMENDMENTS THERETO

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X
AMENDMENT OF ARTICLES

The Corporation reserves the right to amend, or repeal any provision contained herein, or add provisions hereto, and such amendment, repeal or addition to the Articles of Incorporation of this Corporation shall be by a two-thirds (2/3) vote of the Board of Directors, present or voting by proxy at any meeting thereof or by any other manner permitted by law; provided that notice thereof, which shall include the text of the proposed amendment, repeal or addition, has been furnished in writing to each member of the Board in compliance with the Florida Statutes regarding amendments, repeal or additions to Articles of Incorporation of not-for-profit corporations.

ARTICLE XI
GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors, in accordance with the Bylaws of the Corporation.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers, or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, officers or incorporators; provided, however, that the Corporation may pay compensation in a reasonable amount to its members, directors, officers or incorporators for services rendered and may confer benefits upon its members in conformity with its purposes.

ARTICLE XII
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation is 4517 Neptune Road, St. Cloud, Florida 34769 and the name of the registered agent of this Corporation at that address is Arthur J. Lee.

ARTICLE XIII
DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable, religious and educational purposes as set forth in Article IV hereof.

ARTICLE XIV
DISSOLUTION

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, or literary purposes ("Tax-Exempt Purposes") as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for Tax-Exempt Purposes or to such organizations, which are organized and operated exclusively for Tax-Exempt Purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.


IN WITNESS WHEREOF, the undersigned has executed these Second Amended and Restated Articles of Incorporation under seal this 21st day of November, 1997.



ARTHUR J. LEE, Director

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of FREEDOM TABERNACLE INTERNATIONAL OUTREACH MINISTRIES, INC.

By: 

ARTHUR J. LEE