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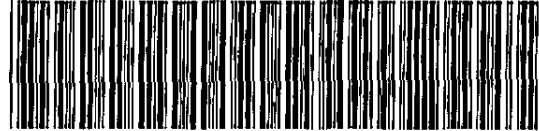
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05 JUN 20 PM 12:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MOUSA LAW

1701 Rogero Road
Jacksonville, Florida 32211
(904) 743-0057
(904) 743-0818

NORMA E. LYON
Paralegal

June 16, 2005

Corporate Division
Secretary of State
The Capitol
Tallahassee, Florida 32304

RE: Amended Articles of Incorporation
Faith Community Fellowship, INC.

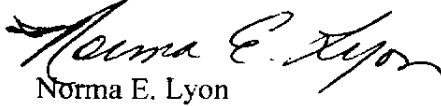
Dear Secretary:

Please find the original and one fully conformed copy of the Amended Articles of Incorporation of Faith Community Fellowship, INC., for filing with the Secretary of State.

Also enclosed is our check in the amount of \$35.00 for the filing fee of the Amended Articles of Incorporation and a Certified Copy of same.

Please return the Certified Copy of the Amended Articles to the undersigned as soon as possible.

Thank you,


Norma E. Lyon

NEL/tbs

Enclosures

**Amended
Articles of Incorporation
OF
FAITH COMMUNITY FELLOWSHIP, INC.
A Non-profit Corporation**

FILED
05 JUN 20 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporators of a ministry pursuant to chapter 617 of the Florida Statutes, the Florida Not for Profit Act, adopt the following Amended Articles of Incorporation for such ministry.

Article I. Name

The name of the ministry is **FAITH COMMUNITY FELLOWSHIP, INC.** of the city of Jacksonville, State of Florida.

Article II. Purpose

This ministry is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1986 (or corresponding provision of any United States Internal Revenue law for such purposes).

- 1.** For the advancement of religious, charitable, educational and any other related or corresponding charitable purposes by the distribution of its funds for such purposes;
- 2.** To operate exclusively 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 1986, as amended, or any other standing provisions of any subsequent Federal Tax Laws covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private institutions/foundations and private operating foundations;

-
- 3.** To recruit, refer and place like minded individuals who are willing to assist, serve or contribute to the belief, confession and restoration of Judeau-Christian values;
 - 4.** To maintain and foster public worship and the preaching and teaching of the Word of God and the Gospel of Jesus Christ; To build, construct, erect, maintain and equip schools, mission stations, mission churches, pastor's homes and such other houses or equipment as the church may desire for carrying on it's work
 - 5.** To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, property, real or personal, tangible or intangible, or any undivided interest therein, without limitation, and to sell, convey, or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal or the income therefrom in such manner as, in the judgment of the Directors, will best promote the purposes of the ministry;
 - 6.** Notwithstanding anything to the contrary here contained, this ministry shall have the power to do any and all incidental acts and things and to exercise any and all other powers which a partnership or natural person doing business on a non-profit basis could do or exercise as may be authorized by law and shall possess such general and additional powers as are conferred by the laws of the State of Florida upon non-profit ministries which are likewise and similarly organized, subject to the provisions of Section 501 (c) (3) of the Internal Revenue code of 1986, as amended; provided, however, that this ministry shall be operated exclusively for the attainment of its stated objectives and shall not carry on any activity not permitted to be carried on by a ministry exempt from federal and state taxation.

Article III. Assets

The property of this corporation is irrevocably dedicated to religious, educational, and/or charitable 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.

Article IV. Capital Stock

This ministry is organized upon a non-stock basis, and this ministry shall not issue shares of stock.

Article V. Term of Existence

The existence of this ministry shall commence as of the date the original Articles of Incorporation were duly filed, and it shall exist perpetually thereafter or until dissolved by due process of law.

Article VI. Registered Office and Agent

The Registered Agent for this ministry duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in these Articles of Incorporation at the City of Jacksonville, Duval County, State of Florida, has named Deon Van Staden, located at 3264 Townsend Boulevard, Jacksonville, Florida, 32277, as its' agent to accept service of process within the State.

Article VII. Board of Directors

This business affairs of this ministry shall be managed by the Board of Directors. The method of election of Directors shall be stated in the By-Laws of the ministry. The ministry shall have a minimum of three directors, whose names and addresses are:

Deon Van Staden

3317 Volley Drive

Jacksonville, FL 32277

Dennis Dillingham

4512 Hartman Road

Jacksonville, FL 32225

James Pierce

2752 Safeshelter Drive W.

Jacksonville, FL 32225

Herbert Lewis

939 Millard Court W.

Jacksonville, FL 32225

Annual Meetings shall be held at 3264 Townsend Boulevard, Jacksonville, Florida, 32277, or at such other place as the Director may instruct.

Article IIIX.

Any action required or permitted to be taken by one Member of the Board of Directors under any provision of law may be taken without a meeting, if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this Corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.

Article IX. Subscribers

The names and addresses of the persons signing these Amended Articles are:

Deon Van Staden

3317 Volley Drive

Jacksonville, FL 32277

Article X. Officers

The qualifications, rights, privileges, duties, and classifications of the officers of

the ministry shall be stated in the By-Laws of the ministry.

The names and addresses of the present Officers are as follows:

President:	Deon Van Staden	3317 Volley Dr. Jacksonville, FL 32277
Vice President:	Dennis Dillingham	4512 Hartman Road Jacksonville, FL 32225
Secretary	James Pierce	2752 Safeshelter Drive W. Jacksonville, FL 32225
Treasurer:	Herbert Lewis	939 Millard Court W. Jacksonville, FL 32225

Article XI. By-Laws

Section 1: The Board of Directors of this ministry may provide such By-Laws for the conducting of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: The proper notice, as provided for in the By-Laws of the ministry, is to be made, altered, or rescinded by a majority of the qualified members present and voting at any properly called business meeting of the ministry.

Article XI. Powers

Consistent with Section 501 (c) (3) of the Internal Revenue code of 1986, as amended, and with Florida Statute 617.0302, and at all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of this ministry, voluntary or involuntary, or by operation of law:

- A.** The ministry shall not possess or exercise any power authority either expressly, by interpretation, or by operation of the law that will or might prevent it at any time qualifying and continuing to qualify as a ministry described in Section 501 (c) (3) of the Internal Revenue code of 1986, as amended, contributions to which are deductible for Federal Income Tax purposes under Section 170 (c) (2) nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification;

- B.** No part of the assets or net earnings of this ministry shall ever be used, nor shall this ministry ever be organized for the purposes which are not exclusively within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1986, as amended;
- C.** This ministry shall never be operated for the primary purpose of carrying on trade or business for profit;
- D.** No substantial part of the activities of this ministry shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall it participate or intervene in any matter, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise;
- E.** Notwithstanding any other provision of these amended Articles, this ministry shall not, except to a insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Ministry.
- F.** This ministry shall have a racially non-discriminating policy and shall never discriminate against any person or persons upon the basis of race, color, national or ethnic origin. The ministry shall be racially non-discriminatory in the administration of all its policies and programs.
- G.** The qualification for members and the manner of their admission shall be by regulated by the By-Laws of this Corporation.
- H.** At no time shall this ministry engage in any activity which is unlawful under the laws of the State of Florida, of the United States of America, or any transaction prohibited by the Internal Revenue Code of 1986, as amended;
- I.** No compensation, loan or other payment shall be paid or made to any

officer, director, incorporator, or any substantial contributor to the ministry unless such payment is permissible as reasonable compensation for services rendered to the ministry and/or as a reasonable allowance for authorized expenditures incurred on behalf of the ministry as set forth in Article II; and no part of the assets or net earnings, current or accumulated, of this ministry shall ever be distributed to, or divided among, any such person, or inure, to be used for, accrue to or benefit any such person or any private individual;

- J.** No solicitation of contributions to this ministry shall be made, and no gift, bequest or devise to the ministry shall be accepted upon any condition or limitation which, in the opinion of the ministry, may cause the ministry to lose its exemption from payment of Federal and/or State Income Taxes;
- K.** This ministry may be dissolved only pursuant to the agreement of the Board of Directors. Upon the dissolution or winding up of this ministry, its assets remaining after payment, or provision for payment, or all debts and liabilities of the ministry, shall be distributed to a Not For Profit fund, foundation, or ministry which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

Article XIII. Amendments

Section 1. These Amended Articles may further be amended in the manner provided by law. Every amendment must first be approved by the Board of Directors, then approved by a duly constructed meeting of the members by a

majority of those entitled to vote.

Section 2. Amendments may be made at a regular meeting of the membership upon notice given, as provided by the By-Laws of intention to submit such amendments.

Article XIV. Location

The location of this ministry is 3264 Townsend Boulevard, Jacksonville, Florida, 32277, which is also the corporate mailing address.

Article XV. Indemnification

Section 1: Actions Subject to Indemnification

The ministry is may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil criminal, administrative, or investigative, including all appeals by reason of the fact that the person is or was a director, officer, employee, or agent of the ministry, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding; and if that person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the ministry and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The terminations of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in or not opposed to the best interests of the ministry and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

Section 2: Expenses Subject to Indemnification

To the extent that a director, officer, employee, or agent has been

successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter in that action, suit, or proceeding, he or she may be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.

Section 3: Limitations Of Indemnification

Any indemnification made under this Article, may be made by the ministry only as authorized in the specific case on a determination that indemnification of a director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 of this Article. The determination shall be made (a) by a majority vote of a quorum consisting of the directors and officers who were not and are not parties to or threatened with action, suit, or proceeding; or (b) if the described quorum is not obtainable or if a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion;

Section 4: Timing Of Indemnification

Expenses of each person seeking indemnification under this Article, may be paid by the ministry as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the board of directors in the specific case, on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay the amount if it is ultimately determined that he or she is not qualified to be indemnified by the ministry.

Section 5: Extent Of Indemnification

The indemnification provided by this Article, shall be deemed to be discretionary unless otherwise required as a matter of law or under any agreement or provided by insurance purchased by the ministry, both as to action of each person seeking indemnification under this Article in his official

successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in this Article, or in defense of any claim, issue, or matter in that action, suit, or proceeding, he or she may be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.

Section 3: Limitations Of Indemnification

Any indemnification made under this Article, may be made by the ministry only as authorized in the specific case on a determination that indemnification of a director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 of this Article. The determination shall be made (a) by a majority vote of a quorum consisting of the directors and officers who were not and are not parties to or threatened with action, suit, or proceeding; or (b) if the described quorum is not obtainable or if a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion;

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Expenses of each person seeking indemnification under this Article, may be paid by the ministry as they are incurred, in advance of the final disposition of the action, suit, or proceeding, as authorized by the board of directors in the specific case, on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay the amount if it is ultimately determined that he or she is not qualified to be indemnified by the ministry.

Section 5: Extent Of Indemnification

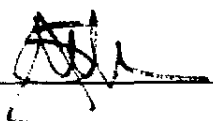
The indemnification provided by this Article, shall be deemed to be discretionary unless otherwise required as a matter of law or under any agreement or provided by insurance purchased by the ministry, both as to action of each person seeking indemnification under this Article in his official

capacity and as to action in another capacity while holding that office, and may continue as to a person who has ceased to be a director, officer, employee or agent and may inure to the benefit of the heirs, executors, and administrators of that person.

Article XVI. Insurance

The ministry may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the ministry against any liability asserted against him and incurred by him in that capacity, or arising out of his status in that capacity, whether or not the ministry would have the power to indemnify him against liability under the provisions of this Article.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunder set his/her hand and seal, this 7 day of June, 2005, A.D., for the purpose of perpetuating this ministry under the laws of the State of Florida.



STATE OF FLORIDA }

COUNTY OF DUVAL }

BEFORE ME this day personally appeared Deon Van Staden, who is a subscriber/director/officer of this corporation, who, after having been duly sworn deposes and says that he/she has read the foregoing, and the same is true and correct to the best of his/her knowledge.



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