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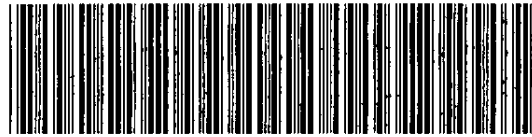
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**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
DEEPER LIFE CHRISTIAN CHURCH, INC.**

The Board of Directors has adopted the following Restated and Amended Articles of Incorporation of Deeper Life Christian Church, Inc. (referred to as the "Corporation") pursuant to the provisions of the Florida Not For Profit Corporation Act (referred to as the "Act"):

**ARTICLE 1
NAME**

The name of the Corporation is DEEPER LIFE CHRISTIAN CHURCH, INC.

**ARTICLE 2
PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the registered office of the corporation is 3300 N. Nebraska Ave., Tampa, FL 33603. The name and address of the registered agent of the Corporation is Bishop Melvin Jefferson, 3300 N. Nebraska Ave., Tampa, FL 33603. The board of directors may change the principal office and registered agent at its discretion.

**ARTICLE 3
NON-PROFIT CORPORATION**

The Corporation is a non-profit corporation. Upon dissolution, all Corporation assets shall be distributed to an organization qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), that serves similar purposes as the Corporation. The Corporation is organized on a Non-Stock basis.

**ARTICLE 4
PURPOSES**

The purposes for which the Corporation is organized are to perform charitable, religious, and educational activities within the meaning of Section 501(c)(3) of the Code. Specifically, the Corporation shall be a church ministering to the needs of the community. The Corporation pledges that all assets will be used exclusively for its exempt purposes.

Its further purpose is to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the

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Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 5

LIMITATIONS

In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Statutes, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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, as amended, or corresponding provisions of any subsequent federal tax laws; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or

educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 6

STATEMENT OF FAITH

Our Creed Discipline, Rules of Order, and Doctrine is the word of God as taught and revealed by the Holy Ghost. John 14:26; 1 Cor. 2:9-13. "All scriptures are given by inspiration of God, and is profitable for doctrine, for reproof, for correction, for instruction in righteousness that the man of God may be perfect, thoroughly furnished unto all good works." 2 Timothy 3:16-17.

(a) BECOMING A CHRISTIAN-HOW OBTAINED

It is ordained that membership is to be obtained by the preaching of the Gospel and that a person is to believe, repent, and be baptized in the name of the Lord Jesus Christ for the remission of sin and that he or she is to be filled with the Holy Ghost, speaking in tongues as the Spirit gives utterance, thus becoming a new born soul, baptized into the Church by the Spirit. 1 Corinthians 12:12-27, 1 Corinthians 5:1-3, 1 Corinthians 5:9-11.

(b) RECORD OF BECOMING A CHRISTIAN

The names of the members are kept on record in Heaven. Luke 10:20: "For it is written, 'The Lord shall count, when he writeth up the people, that this man was born there.'" Psalm 87:5-6: "All must be born of the water and the spirit." See Hebrews 12:22-23.

(c) WHY NAMES ARE BLOTTED OUT

They who sin against God, are to be brought before the Council for judgment, and if proven guilty but from among us. The time has come that judgment must first begin at the House of God. 1 Peter 4:17; Exodus 12:33, 1 Corinthians 5:1-3, and 1 Corinthians 5:9-11.

(d) GOD'S STANDARD OF SALVATION

Holiness is the standard of God's salvation as God has said, "Be ye Holy for I am Holy." Lev. 20:7 As God has chosen us that we should be Holy and without blame before him in Love, thus admonished by the Apostles that we should be perfect even, as our Heavenly Father is perfect, Eph. 1:4, Col. 1:22, 1 Peter 1:15-16, Heb. 12:14

(e) REPENTANCE AND REMISSION OF SINS

The only grounds which God will forgive sin is that the sinner repent of his sins with Godly sorrow and then submit to water baptism in the name of Jesus Christ for the remission of sins, He will receive the gift of the Holy Ghost. Acts 2:38, Psalms 51:17, Luke 24:47, Mark 16:16.

(f) DIVINE HEALING

The Lord alone is our healer. Exodus 15:26, Psalms 103:2-3. The Lord made our bodies. Should it be thought an incredible that He can heal us? God has given us a great Physician that in the death of Jesus Christ and the shedding of His blood, that by his stripes we are healed. Isa. 53:4-5. Matt. 8:14, John 14:12, Mark 16:17 and James 5:14 and we are to by faith put our trust in Him and are faithful unto death. There is also a provision for those who need a physical doctor.

(g) THE LORD'S SUPPER

Melchizedek, the Priest of the Most High God, gave the first communion to our Father Abraham, consisting of bread and wine. Gen 14:18. Christ being a High Proest after the order of Melchizedek, did administer bread and wine. 1 Cor. 11:21-23; Heb. 6:24. Water and grape juice are modern substitutes that have been invented for the formal church today; in which are many that have never been regenerated and born of the Spirit. Matt. 26:26-29; 1 Corinthians 11:23-32.

(h) FOOT WASHING

This ordinance is as much a divine command as any other new Testament ordinance. Jesus gave us an example that we should do even as he had done. He said that we are to wash one another's feet. "If ye know these things, happy are ye if you do them." John 13:4-17. There is scripture evidence that this was practiced by the Church in the days of the Apostle Paul. 1 Timothy 5:10.

(i) THE COMING OF JESUS

Jesus is coming again to Earth in person. This Doctrine was clearly taught in Apostle times. Jesus taught it, the Apostles preached it, and the Saints accepted it. Matt. 42:1; Acts 1:11, 3:19-21; 1 Cor. 1:7-8, 11:26; Philippians 3:20-21; 1 Thess. 4:14-17; Titus 2:13-14.

(j) MALTREATMENT

In times of persecution, or ill-treatment at the hands of any enemy we should not "avenge ourselves," but rather give no place to wrath; for it is written "Vengeance is mine, I will repay, saith the Lord." Romans 12:18; Deut. 32:35. Neither shall we take up any weapon of destruction to slay another, whether in our own defense or in the defense of others, for it is written, "Do violence to no man." Luke 3:14; Matt. 26:52; John 18:36, 15:18-19. We should rather suffer wrong than do wrong.

(k) CIVIL GOVERNMENT

All civil magistrates are ordained by God for peace, safety, and the welfare of all people. Romans 13:1-10. Therefore, it is our duty to be obedient to all requirements of the laws that are not contrary to the Word of God. Do not force one to the violation of the sixth commandment by bearing arms. It is our duty to honor them, pay tribute, or such taxation as may be required

without murmuring. Matt. 17:24-27, 22:17-21. Show respect to all lawful requirements of the Civil Government.

(I) SECRET SOCIETIES, ETC.

According to the Word of God, we firmly believe and hold that the people of God should have no connection whatever with Secret Societies or any other organization or body wherein is a fellowship of unbelievers bound by an oath. James 5:3, 7; 2 Cor. 6:14-18. We are exhorted by the Word of God to be content with our wages. 1 Timothy 6:8; Heb. 13:5; Luke 3:14.

ARTICLE 7
DURATION

The Corporation shall continue in perpetuity.

ARTICLE 8
POWERS

Except as otherwise provided in these Articles of Incorporation, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above. However, the officers shall not be paid any compensation in the absence of a Board resolution; the compensation being referred to being exclusively for services as an officer, but not otherwise.

ARTICLE 9
RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Code, the Treasury Regulations promulgated thereunder, and/or any related Internal Revenue Service ("IRS") pronouncements. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving charitable contributions which are tax deductible under Section 170(c)(2) of the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements, except to an insubstantial degree.

2. Serve a private interest other than one that is clearly incidental to an overriding public interest.

3. Devote any part of its activities to attempting to influence legislation by propaganda or otherwise.

4. Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.

5. Have objectives that characterize it as an "action organization" as defined by the Code, the Treasury Regulations promulgated thereunder and/or any related IRS pronouncements.

6. Distribute its assets on dissolution other than described herein.

7. Permit any part of the net earnings of the Corporation to inure to the benefit of any private individual.

8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

ARTICLE 10 MEMBERS

The Corporation shall have two (2) classes of membership: members of the congregation (non-voting) and members of the Board of Directors (voting), as further provided in the Bylaws.

ARTICLE 11 MANAGEMENT VESTED IN BOARD OF DIRECTORS

The management of this corporation is vested in a board of directors. The board of directors may elect officers as allowed in the Bylaws.

ARTICLE 12 LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS

A director or officer is not liable to the Corporation for monetary damages for an act or omission in the director's or officer's capacity except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 13 INDEMNIFICATION

The corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer or other person related to the Corporation as provided by the provisions in the Act

governing indemnification. As provided in the Bylaws, the directors shall have the power to define the requirements and limitations for the Corporation to indemnify officers or others related to the Corporation for damages assessed, attorneys fees and other expenses.

ARTICLE 14 **CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 15 **DIRECTORS**

Directors will be elected in the manner described in the Bylaws.

ARTICLE 16 **ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of members, officers, directors, or other such persons entitled to vote whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the officers, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents but were eligible to vote on that matter. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed. A telegram, telex, cablegram, electronic mail (e-mail), or similar transmission by a director, officer, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the director, officer, or committee member.

ARTICLE 17 **MANDATORY ARBITRATION**

In keeping with 1 Corinthians 6:1-8, all disputes which may arise (1) between any adherent and the Corporation, itself, or (2) between any Pastor, officer, director, employee, volunteer, agent,

or other member of the Corporation, shall be resolved in accordance with the then existing ***Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation***. If efforts to conciliate or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on both parties, and both parties submit themselves to the personal jurisdiction of the courts of Texas, both state and federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorneys' fees, related to any mediation, conciliation or arbitration proceeding.

If a dispute may result in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Corporation and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Corporation and shall in no way affect the authority of the Corporation to investigate reports of misconduct, conduct hearings, or administer discipline of employees and staff.

ARTICLE 18

INTEGRATED AUXILIARIES

The Corporation shall have the right and prerogative to organize Apostolic Networks and, if it chooses to do so, to sponsor Integrated Auxiliaries at the will and resolution of the Board of Directors.

ARTICLE 19

INDEPENDENT COMPENSATION COMMITTEE

This Corporation shall appoint an Independent Compensation Committee regarding remuneration of its salaried employees that are "disqualified persons" or that earn in excess of Ninety-One Thousand Dollars (\$91,000.00) per year in compliance with Internal Revenue Code Article 4958, which is referred to as "Intermediate Sanctions Statute."

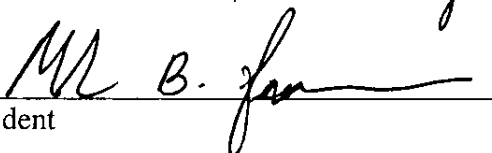
ARTICLE 20

AMENDMENT

These Articles may be amended or restated by a vote of two-thirds (2/3) majority of the members of the Board of Directors.

The Restated and Amended Articles of Incorporation, as set forth above, have been approved unanimously by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the below named authorized corporate officer executes these Restated and Amended Articles of Incorporation on the 13th day of May, 2008.



President

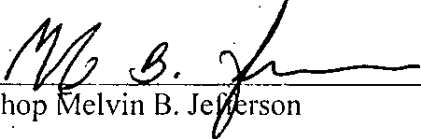
CORPORATE RESOLUTION FOR
DEEPER LIFE CHRISTIAN CHURCH, INC.
A Florida Non-Profit 501(c)(3) Religious Corporation

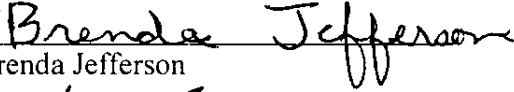
ADOPTION AND RATIFICATION OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION AND REVISED BYLAWS

On May 13, 2008, the following Motion was made by Calvin L. Jefferson
and seconded by Melvin B. Jefferson to-wit:

BE IT RESOLVED that in lieu of a corporate meeting, the Board of Directors agrees and hereby resolves to ratify and adopt, and does hereby ratify and adopt, the Restated and Amended Articles of Incorporation and the Revised Bylaws, both of which shall be signed and certified by the Secretary of the Corporation.

Upon the Motion made herein, a vote was called and the Directors in favor of such resolution have signed this document below. Considering the votes as indicated by the signatures appended below, the Motion Passed.


Bishop Melvin B. Jefferson


Brenda Jefferson


Calvin Jefferson