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FILED
05 OCT 25 AM 10:00
TALLAHASSEE, FLORIDA

PHILIP S. HANEY LL.M. (taxation)
admitted Oklahoma and Tennessee

LAW OFFICES
PHILIP S. HANEY ASSOCIATES
Boulder Towers
1437 South Boulder, Suite 1050
Tulsa, Oklahoma 74119-3616

TELEPHONE:
918.744.1023
FACSIMILE:
918.583.7170

pshaney@swbell.net

October 20, 2005

Florida Department of State
Amendment Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

via UPS 2nd Day Air

***Re: Auburn Assembly of God of Crestview, Inc.
Articles of Amendment to Articles of Incorporation
Change of Corporate Name to
Auburn Pentecostal Ministries, Inc.***

FILED
05 OCT 25 AM 11:00
TALLAHASSEE, FLORIDA

Ladies and Gentlemen:

Enclosed are three (3) original copies of the Amended and Restated Articles of Incorporation of ***Auburn Assembly of God of Crestview, Inc.***, a Florida corporation. The amendments change the name of the corporation from ***Auburn Assembly of God of Crestview, Inc.***, to ***Auburn Pentecostal Ministries, Inc.*** and incorporate various features necessary or appropriate to reorganize the church from a denominational affiliation to an independent church. The amendment was approved by the corporation's Board of Directors and members in accordance with applicable Florida nonprofit law. A check made payable to the Florida Department of State in the amount of \$35 is enclosed to cover the cost of filing and processing the filing.

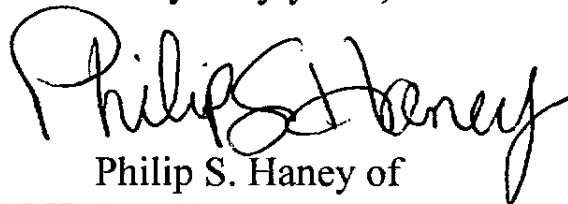
October 20, 2005
Page 2

Please return a copy of the certificate to Amended and Restated Articles of Auburn Assembly of God of Crestview, Inc., reflecting the corporation's new name and the appropriate file-stamp of the Department of State, to the following address and person:

Philip S. Haney
Philip S. Haney Associates
1437 South Boulder Avenue, Suite 1050
Tulsa, Oklahoma 74119-3616.

For this purpose, we are enclosing a self-addressed postage prepaid envelope. For any questions you may have about this filing or the contents of the amendment, by all means call the undersigned (918.744.1023) at your earliest convenience. Thank you for attention to these matters and for the anticipated courtesies of your office.

Very truly yours,

A handwritten signature in black ink, reading "Philip S. Haney". The signature is stylized with a large, looped "P" and a cursive "S".

Philip S. Haney of
PHILIP S. HANEY ASSOCIATES

PSH:lbr
Enclosures

**CERTIFICATE TO
AMENDED AND RESTATED ARTICLES
OF
AUBURN ASSEMBLY OF GOD OF CRESTVIEW, INC.**

(a Florida corporation not-for-profit)

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following amended and restated articles of incorporation.

FIRST: The name of the corporation is AUBURN ASSEMBLY OF GOD OF CRESTVIEW, INC.

SECOND: The articles of incorporation for the corporation were filed on July 13, 1992, and the corporation's assigned document number is N49875.

THIRD: The governing board and membership of the corporation and the church organized and operated by the corporation have deemed it to be in the best interest of the corporation and church to amend and restate the corporation's articles of incorporation for various reasons and purposes including, but not limited to, changing the name of the corporation to AUBURN PENTECOSTAL MINISTRIES, INC., and implementing various changes, revisions and features throughout the language of the articles of incorporation to address the structure, government and operations of the independent, nondenominational Christian church operated by the corporation.

FILED
05 OCT 25 AM 11:00
TALLAHASSEE, FLORIDA
CLERK OF DISTRICT COURT

FOURTH: The following amendments to the articles of incorporation have been adopted by the corporation and such amendments hereby amend and restate as the corporation's articles of incorporation:

**SEE ATTACHED
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

FIFTH: The amendments were adopted by the members of the corporation on the 17th day of October, 2005, and the number of votes cast for the amendment was sufficient for approval.

DATED this 20th day of October, 2005.

**AUBURN ASSEMBLY OF GOD OF
CRESTVIEW, INC.**

By: REV. Ronald D. Williamson
Ronald D. Williamson, Pastor, President

By: Vickie M. Sumrall
Vickie Sumrall, Secretary

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AUBURN ASSEMBLY OF GOD OF CRESTVIEW, INC.**

(a Florida corporation not-for-profit)

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following amended and restated articles of incorporation.

ARTICLE I
CORPORATE NAME

The name of the corporation is:

AUBURN PENTECOSTAL MINISTRIES, INC.

ARTICLE II
DURATION

The period of duration of the corporation is perpetual, unless dissolved according to law.

ARTICLE III
CORPORATE PURPOSES; POWERS; RESTRICTIONS

The primary purposes of the corporation shall be to reach the lost who have not yet found the Lord Jesus Christ, and to serve those who have found the Lord Jesus Christ, fulfilling the great unfinished commission of the Lord.

The corporation is organized and operated exclusively for religious, charitable and educational purposes and activities within the meaning of 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. Such purposes shall include the following:

- (a) To preach and/or proclaim the Gospel of our Lord and Savior Jesus Christ, throughout the world, without hindrance or unrequested regulation by (i) any city, county, state or federal government; (ii) denominational affiliation or structure; or (iii) any church or theocratic entity, body or regulation.
- (b) To endorse the commission of Jesus Christ as is given in the gospel according to St. Matthew 28:19-20.
- (c) To engage in and be supportive of Christian education, social services and other charitable endeavors where there is no conflict or compromising of the teachings of our Lord and Savior Jesus Christ.
- (d) To propagate the gospel of Jesus Christ by the medium of printed literature, news media, and/or any other sources open and/or made available for the presentation of the gospel to the world.

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- (e) To serve as an independent, nondenominational Christian church of worshipers, believers and other members and visitors in the state of Florida, and beyond, pursuant to the church's independent, nondenominational government structure, addressing the needs of its membership through Christian worship and ministry.
 - (f) To acquire and hold such property, either real or personal, for church purposes, as may be necessary for its membership and the worship of God.

2. As a means of accomplishing the above purposes and methods, the corporation shall have the following powers:

- (a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the corporation and its work.
- (b) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.
- (c) To acquire, own, lease, mortgage and dispose of property, both real and personal.
- (d) To conduct and carry on religious services and instruction through the public media, including electronic broadcasting, radio, telecasting, microwave distribution, closed circuit transmission, cable television, computer or internet transmission and other available media and means for such religious communications.

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- (e) To accept property and donations in trust for religious or charitable purposes.
 - (f) To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic, or foreign, as investments or otherwise, in carrying out any of the purposes of the corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.
 - (g) To license, ordain, and set forth ministers, pastors, evangelists, singers, and musicians in the ministry to provide training, counseling and education services necessary for the ministry, provided such persons are recommended by appropriate procedures as set forth in the corporation's bylaws, and that such persons complete appropriate training programs as established by the church operated by the corporation.

3. In the conduct of the affairs of the corporation:

(a) The property of the corporation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in this article.

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

(c) The corporation shall not:

- (1) operate for the purpose of carrying on a trade or business for profit;
- (2) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
- (3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the corporation.

(d) The corporation's operations are to be conducted principally in the United States of America; the corporation also may conduct operations in foreign countries, subject, however, to the laws of the state of Florida.

ARTICLE IV
MANAGEMENT OF CORPORATE AFFAIRS

The powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a Board of Directors consisting of not less than three (3) directors. The number of directors may be increased or decreased from time to time as set forth in the corporation's bylaws, but at no time shall there be fewer than three (3) directors of the corporation.

ARTICLE V
ELECTIONS-GOVERNING BOARD

The manner in which the directors of the corporation shall be elected or appointed shall be governed by the provisions of the bylaws of the corporation. Regular attendance of the corporation's church services and regular financial support of the church as a congregant of the church does not entitle a person to become a member of the Board of Directors, or to participate in the government of the church or corporation as a director.

ARTICLE VI
CORPORATE NATURE

This corporation is organized under a non-stock basis.

ARTICLE VII

MEMBERS

The corporation shall have members, and any individual who subscribes to the purposes of the church as set forth in Article III hereof, and who is approved for membership in accordance with the provisions of the corporation's bylaws, may be admitted to such membership status. The Board of Directors may provide in the bylaws of and for the corporate church the manner of admission to membership, the establishment of voting rights of members, and the expulsion, discontinuance or cessation of membership in the church.

ARTICLE VIII

AMENDMENTS

The Articles of Incorporation may be altered, amended or rescinded at any time upon written recommendation from the Board of Directors, by a resolution adopted by a two-thirds (2/3) vote of the membership in attendance at any regular or special meeting called for that purpose, provided that due notice of such change shall have been made at all services on at least two (2) consecutive Sundays immediately prior to the time of such meeting, and provided that at least fifteen (15) days' written notice is provided to the membership by conspicuous posting at the church building or appropriate place of worship.

ARTICLE IX
NONDISCRIMINATION

No person on the grounds of race, color, sex or national origin shall be excluded from admission to any program or activity established by the corporation or by the church operated by the corporation, nor shall any person be excluded from participation in, or be denied the benefits of, or otherwise subjected to discrimination under, any program or activity of the corporation or church.

ARTICLE X
MISCELLANEOUS

(a) Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on:

- (1) 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,
- (2) 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).

(b) In the event of the dissolution of the corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the directors of the corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such directors, for any other such purpose. Any of such assets not so disposed of shall be disposed of by the district court 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.

Dated this 20th day of October, 2005.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation of Auburn Assembly of God of Crestview, Inc.

**AUBURN ASSEMBLY OF GOD OF
CRESTVIEW, INC.**

By: REV. RONALD D. WILLIAMSON
Ronald D. Williamson, Pastor, President