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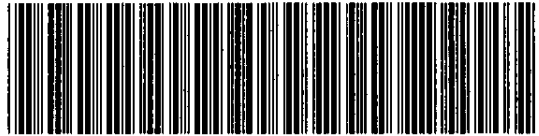
(Business Entity Name)

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10 MAY 11 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Restat*  
*5/17/07*

**Alfieri and Associates, LLC.**  
ATTORNEYS AND COUNSELORS AT LAW

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May 7, 2010

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Reference: Faith Ministries of Clay County, Inc.  
Not for Profit - Filing of Restated Articles of Incorporation

Dear Sir or Madam:

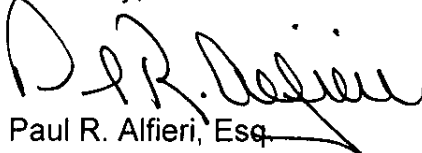
Enclosed are a fully executed original and one copy of the Restated Articles of Incorporation and Certificate Designating Registered Agent for the above captioned corporation.

Also enclosed is a check in the amount of \$35.00 representing the applicable filing fee.

Please return a copy of the Restated Articles of Incorporation stamped "Filed" to my office at your earliest convenience.

Thank you for your help in this matter.

Sincerely,

  
Paul R. Alfieri, Esq.

PRA/  
Encl.

**RESTATED ARTICLES OF INCORPORATION**

**OF**

**FAITH MINISTRIES OF CLAY COUNTY, INC.**

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Restated Articles of Incorporation.

**ARTICLE ONE**

**NAME**

The name of this corporation shall be **FAITH MINISTRIES OF CLAY COUNTY, INC.**

**ARTICLE TWO**

**ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office of the corporation shall be **406 JEFFERSON AVE, ORANGE PARK, FLORIDA 32065.**

**ARTICLE THREE**

**PURPOSES AND POWERS**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code" including, but not limited to, the worldwide proclamation of the Gospel of Jesus Christ and the whole counsel of God found in the Scriptures of the Old and New Testaments, through as many methods and means as possible so as to maximize the number of people who may be reached and disciplined for the glory of the Lord God Almighty (including but not limited to: the establishment of a local church or churches for the worship of Jesus Christ through preaching, crusades, bible studies, worship and sharing the message and good news of Jesus Christ; Christian schools and educational activities; Evangelism; the creation, sale and distribution of Christian media (including but not limited to, radio, television, internet, video, audio and the printed word); missions outreach and support, counseling; prayer; benevolence; fellowship; comforting; church planting; provision of Christian services, events and other related activities; and the making of distributions to or on behalf of organizations which qualify as exempt organizations under section 501(c)(3) of the Code.

The corporation shall have all the rights and powers customary and proper for tax exempt not-for-profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes as amended. The corporation shall have the power to hold or administer property for the purposes stated in this Article III, including the power to act as trustee.

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Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE FOUR**

##### **DIRECTORS**

The board of directors shall be elected as provided for in the bylaws of the corporation.

#### **ARTICLE FIVE**

##### **NO MEMBERS**

The corporation shall have no members.

#### **ARTICLE SIX**

##### **TERM OF EXISTENCE**

The corporation shall have perpetual existence.

#### **ARTICLE SEVEN**

##### **NONDISCRIMINATORY POLICY**

This corporation, including all of its educational programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

#### **ARTICLE EIGHT**

##### **BYLAWS**

The bylaws of the corporation shall be made by the board of directors and may be amended, altered or rescinded by a majority vote of the board of directors present at any regular or special meeting called for that purpose.

## **ARTICLE NINE**

### **AMENDMENTS**

Amendments to the articles of incorporation shall be adopted by a majority vote of the board of directors currently in office at any regular or special meeting called for that purpose.

## **ARTICLE TEN**

### **REGISTERED AGENT**

The registered agent upon whom service of process against this corporation may be made is **ALFIERI AND ASSOCIATES, LLC**. The registered agent and the corporation's registered office are located at **5143 NW 42 TERRACE, COCONUT CREEK, FLORIDA 33073**.

## **ARTICLE ELEVEN**

### **EARNINGS AND ACTIVITIES**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article Three hereof. 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 political office. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

## **ARTICLE TWELVE**

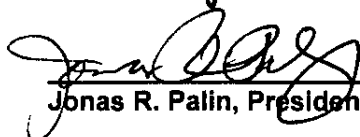
### **DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, shall dispose of all the assets of the corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of directors shall determine or shall be distributed to the federal government, or to a state or local government. Any such assets not disposed shall be disposed of by a court of competent Jurisdiction of the county in which the principal office of the corporation is 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.

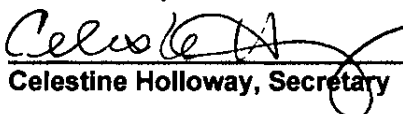
**CERTIFICATE**

1. This restatement contains amendments to the articles of incorporation that do not require member approval. The corporation has no members.
2. The Restated Articles of Incorporation as set forth above constitute all of the articles of incorporation of **FAITH MINISTRIES OF CLAY COUNTY, INC.** as amended.
3. The date of adoption of the amendments was the 2 day of May, 2010.
4. The amendments were adopted by the board of directors; and the number of votes cast for the amendments was sufficient for approval.

IN WITNESS WHEREOF we hereunto set our hands and seals, acknowledged and filed the foregoing restated articles of incorporation under the laws of the state of Florida, this 2 day of May 2010.

  
Jonas R. Palin, President


Attested to by:

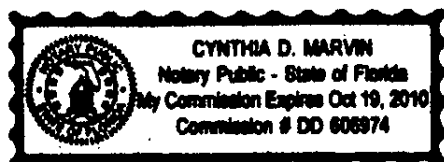
  
Celestine Holloway, Secretary

STATE OF FLORIDA

CLAY COUNTY

I HEREBY CERTIFY that on the 2 day of May 2010, before me, the undersigned authority, personally appeared Jonas R. Palin as president and Celestine Holloway as secretary, both well known to me and known to be the persons described in and who executed the foregoing instrument, or presenting \_\_\_\_\_ as identification, and they severally acknowledge the execution of said instrument for the uses and purposes therein expressed, and that they were natural persons competent to contract.

  
Notary Public



**REGISTERED AGENT CERTIFICATE**

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That **FAITH MINISTRIES OF CLAY COUNTY, INC.**, having been organized under the laws of the State of Florida Not-For-Profit Corporation Act, with its principal office, as indicated in the restated articles of incorporation at **406 JEFFERSON AVE, ORANGE PARK, FLORIDA 32065** has named **ALFIERI AND ASSOCIATES, LLC.**, its registered agent; and **5143 NW 42 TERRACE, COCONUT CREEK, FLORIDA 33073** as the place where service of process may be served within this state. That this designation has been duly approved by a resolution of the corporation's board of directors as applicable under Florida Statute.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with and accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated the 17 day of MAY, 2010.

**ALFIERI AND ASSOCIATES, LLC,  
REGISTERED AGENT**

By:   
**PAUL R. ALFIERI, ESQ.**