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TALLAHASSEE, FLORIDA

Restated Ant
3/17/10

Alfieri and Associates, LLC.
ATTORNEYS AND COUNSELORS AT LAW

2401 W. CYPRESS CREEK ROAD
FT. LAUDERDALE, FLORIDA 33309

PAUL R. ALFIERI, ESQ.
Email: Paul@AlfieriLaw.com

TELEPHONE: (954) 315-4315
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March 11, 2010

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

Reference: Lifeline Gospel Ministries, Inc.
Not for Profit – Restated Articles of Incorporation

Dear Sir or Madam:

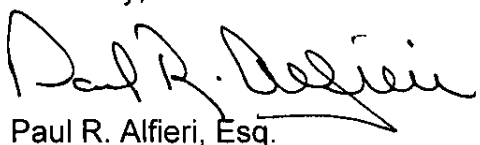
Enclosed are a fully executed original and one copy of the Restated Articles of Incorporation for the above captioned corporation.

Also enclosed is a check in the amount of \$35.00 representing the applicable filing fees to record the Restated Articles of Incorporation.

Please return a copy of the Restated Articles of Incorporation marked "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

LIFELINE GOSPEL MINISTRIES, 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 **LIFELINE GOSPEL MINISTRIES, INC.**

ARTICLE TWO

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the corporation shall be **2401 West Cypress Creek Road, Ft. Lauderdale, Florida 33309.**

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" 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.

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.

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TALLAHASSEE, FLORIDA

ARTICLE FIVE

NO MEMBERS

The corporation shall have no members.

ARTICLE SIX

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE SEVEN

BYLAWS

The bylaws of the corporation shall be made by the board of directors and may be amended, altered or rescinded in accordance with the provisions in the bylaws.

ARTICLE EIGHT

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 NINE

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 TEN

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 ELEVEN

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.

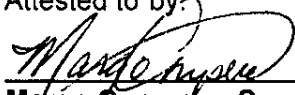
CERTIFICATE

1. This restatement does not contain amendments to the articles of incorporation that require member approval. There are no members of this corporation.
2. The Restated Articles of Incorporation as set forth above constitute all of the articles of incorporation of **Lifeline Gospel Ministries Inc.** as amended.
3. The date of adoption of the amendments was the 27 day of February, 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 27 day of February 2010.



Mendel Farquharson, President

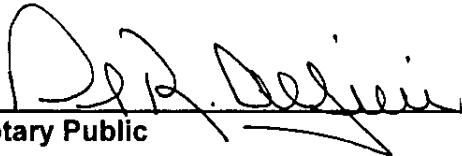
Attested to by:


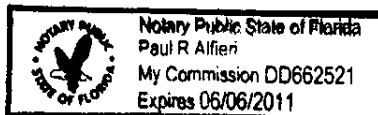
Margo Compere, Secretary

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on the 27 day of February 2010, before me, the undersigned authority, personally ~~appeared Mendel Farquharson~~ as president and **Margo Compere** 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 **LIFELINE GOSPEL MINISTRIES, 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 **2401 West Cypress Creek Road, Ft. Lauderdale Florida 33309** 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 27 day of February, 2010.

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

By: 

PAUL R. ALFIERI, Esq.