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Amended
Restated
@ 1/22/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: INTERNATIONAL MISSION BOARD, S.B.C., CARIBBEAN BASIN REGIONAL OFFICE, INC.
Name of Corporation

DOCUMENT NUMBER: N94000001938
The enclosed Amended and Restated Articles of Incorporation and
submitted for filing.

Please return all correspondence concerning this matter to the following:

PERRY W. HODGES, JR., ESQ.
Name of Contact Person

Rogers, Morris & Ziegler LLP
Firm/Company

1401 East Broward Boulevard, Suite 300
Address

Fort Lauderdale, Florida 33301-2116
City/State and Zip Code

pwhodges@rmzlaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

PERRY W. HODGES, JR. at (954) 462-1431
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a \$35.00 check made payable to the Department of State.

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

CERTIFICATE PURSUANT TO SECTION 607.1007(4) OF THE 2009 FLORIDA STATUTES

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

**INTERNATIONAL MISSION BOARD, S.B.C.,
CARIBBEAN BASIN REGIONAL OFFICE, INC.**

Formerly known as

**FOREIGN MISSION BOARD, S.B.C.,
BRAZIL & CARIBBEAN AREA OFFICE, INC.**

Pursuant to the provisions of section 617.1007, Florida statutes, the undersigned Florida nonstock nonprofit corporation adopts the attached Amended and Restated Articles of Incorporation.

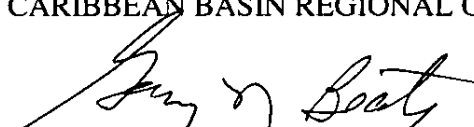
FIRST: Attached is the Amended and Restated Articles of Incorporation of the International Mission Board, S.B.C., Caribbean Basis Regional Office, Inc.

SECOND: The date of the adoption of the Amended and Restated Articles was 12/17/09

THIRD: Adoption of Amendment:

- (a) There are no members entitled to vote on the Amended and Restated Articles.
- (b) The Amended and Restated Articles was adopted by the Board of Directors.
- (c) The duly adopted Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to them.

**INTERNATIONAL MISSION BOARD, S.B.C.,
CARIBBEAN BASIN REGIONAL OFFICE, INC.**



Signature of Officer

GARY N BEATY

Typed/Printed Name of Officer

SECRETARY

Title

December 17, 2009

Date

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

**INTERNATIONAL MISSION BOARD, S.B.C.,
CARIBBEAN BASIN REGIONAL OFFICE, INC.**

Formerly known as

**FOREIGN MISSION BOARD, S.B.C.,
BRAZIL & CARIBBEAN AREA OFFICE, INC.**

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
10 JAN 21 PM 4:27

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

ARTICLE I

The name of the corporation is International Mission board, S.B.C., Caribbean Basin Regional Office, Inc., a Florida non stock nonprofit corporation. The principle offices of the corporation shall be 12020 N.W. 40th Street, Coral Springs, FL 33065-7629.

ARTICLE II

PURPOSES

Section 1. General Purposes. The corporation shall be organized and operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, without limitation: holding, managing and disposing of real and personal property (tangible and intangible) and transferring or distributing such property, its proceeds or income earned thereon for religious, charitable, or educational purposes.

Section 2. No Private Inurement. No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes and benefits may be conferred that are in conformity with said purposes), and no director or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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.

Section 3. Prohibited Activities. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code and exempt from federal taxation under Section 501(a) of the Code or by an organization contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or (3) and 2522(a)(2) or (3) of the Code.

Section 4. Dissolution. Upon dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner as the board of directors may determine or to an organization or organizations organized and operated exclusively for religious, charitable, or educational purposes within the meaning of Section 501(c)(3) of the Code and exempt from federal taxation under Section 501(a) of the Code as the board of directors shall determine. Any such assets not so disposed of shall be disposed of pursuant to the order of any court of record with general equity jurisdiction in the city or county of the State of Florida where the registered office of the corporation is then located, exclusively for such purposes or to such organization or organizations which are organized or operated exclusively for such purposes as such court shall determine.

ARTICLE III

MEMBERS

The International Mission Board of the Southern Baptist Convention, of Richmond, Virginia, (IMB) appoints members to the Corporation determining their number and duration of the term of each member. The current members are Robert Shoemake, Gary Beaty and John D. Seale all employees of the IMB.

ARTICLE IV

DIRECTORS

Section 1. Number. The board of directors shall consist of a minimum of one and a maximum of 5 individuals. The number of directors may be fixed or changed from time to time, within the minimum and the maximum, by the affirmative vote of a majority of the directors of the corporation.

Section 2. Qualifications. The qualifications of the directors shall be set forth in the bylaws.

Section 3. Appointment or Election. Directors, other than initial directors, shall be elected by the affirmative vote of a majority of the directors of the corporation. Vacancies in the board of directors may be filled by the affirmative vote of a majority of the directors of the corporation, if there are any in office. If no directors remain in office, vacancies in the board of directors may be filled by (i) the person most recently designated in a writing filed with the corporation by the last director in office, or (ii) if no such designation has been made or can be found, by the personal representative, if any, of such last

director in office, or (iii) if neither of the foregoing applies, by order of any court of record with general equity jurisdiction in the city or county of the State of Florida where the registered office of the corporation is then located.

Section 4. Term. Initial directors shall hold office until the first annual meeting of the directors of the corporation or until their respective successors are elected and qualify. Directors, other than initial directors and directors elected to fill vacancies in the board of directors, shall be elected at the annual meeting of the directors of the corporation to hold office until the next annual meeting of the directors of the corporation following their election or until their respective successors are elected and qualify. Directors elected to fill vacancies in the board of directors shall hold office until the next annual meeting of the directors of the corporation at which directors are elected.

Section 5. Resignation. Directors may resign at any time by written notice delivered to the board of directors, the president or the secretary. A notice shall be effective when delivered unless the notice specifies a later effective date.

Section 6. Removal. Directors may be removed, with or without cause, at any time by the affirmative vote of a majority of the directors of the corporation at any regular or special meeting of the directors.

ARTICLE V

INDEMNIFICATION AND ELIMINATION OR LIMITATION OF LIABILITY

Section 1. Indemnification of Directors and Officers. Except as provided in Section 2 of this Article, the corporation shall indemnify every individual made a party to a proceeding because he is or was a director or officer against liability incurred in the proceeding if: (i) he conducted himself in good faith; and (ii) he believed, in the case of conduct in his official capacity with the corporation, that his conduct was in its best interests, and, in all other cases, that his conduct was at least not opposed to its best interests; and (iii) he had no reasonable cause to believe, in the case of any criminal proceeding, that his conduct was unlawful.

Section 2. Indemnification Not Permitted. The corporation shall not indemnify any individual against his willful misconduct or a knowing violation of the criminal law or against any liability incurred by him in any proceeding charging improper personal benefit to him, whether or not by or in the right of the corporation or involving action in his official capacity, in which he was adjudged liable by a court of competent jurisdiction on the basis that personal benefit was improperly received by him.

Section 3. Effect of Judgment or Conviction. The termination of a proceeding by judgment, order, settlement or conviction is not, of itself, determinative that an individual did not meet the standard of conduct set forth in Section 1 of this Article or that the conduct of such individual constituted willful misconduct or a knowing violation of the criminal law.

Section 4. Determination and Authorization. Unless ordered by a court of competent jurisdiction, any indemnification under Section 1 of this Article shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the individual is permissible in the circumstances because: (i) he met the standard of conduct set forth in Section 1 of this Article and, with respect to a proceeding by or in the right of the corporation in which such individual was adjudged liable to the corporation, he is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances even though he was adjudged liable; and (ii) the conduct of such individual did not constitute willful misconduct or a knowing violation of the criminal law.

Such determination shall be made: (i) by the board of directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding; or (ii) if such a quorum cannot be obtained, by a majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; or (iii) by special legal counsel selected by the board of directors or its committee in the manner heretofore provided or, if such a quorum of the board of directors cannot be obtained and such a committee cannot be designated, selected by a majority vote of the board of directors (in which selection directors who are parties may participate). Authorization of indemnification, evaluation as to reasonableness of expenses and determination and authorization of advancements for expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those selecting such counsel.

Section 5. Advance for Expenses. The corporation shall pay for or reimburse the reasonable expenses incurred by any individual who is a party to a proceeding in advance of final disposition of the proceeding if: (i) he furnishes the corporation a written statement of his good faith belief that he has met the standard of conduct described in Section 1 of this Article and a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined that indemnification of such individual in the specific case is not permissible; and (ii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. An undertaking furnished to the corporation in accordance with the provisions of this Section shall be an unlimited general obligation of the individual furnishing the same but need not be secured and may be accepted by the corporation without reference to financial ability to make repayment.

Section 6. Indemnification of Employees and Agents. The corporation may, but shall not be required to, indemnify and advance expenses to employees and agents of the corporation to the same extent as provided in this Article with respect to directors and officers.

Section 7. Elimination or Limitation of Liability of Directors and Officers. Except as provided in Section 8 of this Article, in any proceeding brought by or in the right of the corporation, the damages assessed against a director or officer arising out of a single transaction, occurrence or course of conduct shall be limited as follows:

- (1) A director or officer who does not receive compensation for his services as such shall have no liability for damages if, at the time of the transaction, occurrence or course of

conduct giving rise to the proceeding, the corporation was exempt from federal taxation under Section 501(a) of the Code.

(2) The liability of a director or officer who does not receive compensation from the corporation for his services as such shall be limited to the amount of \$100.00 if, at the time of the transaction, occurrence or course of conduct giving rise to the proceeding, the corporation was not exempt from federal taxation under Section 501(a) of the Code.

(3) The liability of a director or officer who receives compensation from the corporation for his services as such shall be limited to the amount of \$100.00.

Section 8. Liability of Directors and Officers Not Eliminated or Limited. The liability of a director or officer shall not be eliminated or limited in accordance with the provisions of Section 7 of this Article if the director or officer engaged in willful misconduct or a knowing violation of the criminal law.

Section 9. Definitions. In this Article:

"Director" and "officer" mean an individual who is or was a director or officer of the corporation, as the case may be, or who, while a director or officer of the corporation is or was serving at the corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A director or officer shall be considered to be serving an employee benefit plan at the corporation's request if his duties to the corporation also impose duties on, or otherwise involve services by, him to the plan or to participants in or beneficiaries of the plan.

"Individual" includes, unless the context requires otherwise, the estate, heirs, executors, personal representatives and administrators of an individual.

"Corporation" means the corporation and any domestic or foreign predecessor entity of the corporation in a merger or other transaction in which the predecessor's existence ceased upon the consummation of the transaction.

"Expenses" includes but is not limited to counsel fees.

"Liability" means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

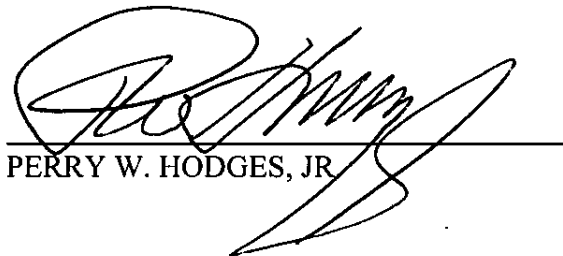
"Official capacity" means: (i) when used with respect to a director, the office of director in the corporation; (ii) when used with respect to an officer, the office in the corporation held by him; or (iii) when used with respect to an employee or agent, the employment or agency relationship undertaken by him on behalf of the corporation. "Official capacity" does not include service for any foreign or domestic corporation or other partnership, joint venture, trust, employee benefit plan or other enterprise.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation: INTERNATIONAL MISSION BOARD, S.B.C., CARIBBEAN BASIN REGIONAL OFFICE, INC.
2. The address of the registered office is 1401 East Broward Boulevard, Suite 300, Fort Lauderdale, Florida 33301-2116. The name of the initial registered agent is PERRY W. HODGES, JR., whose business office is the same as the registered office and who is a resident of Florida and a member of The Florida Bar.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



PERRY W. HODGES, JR.

January 11, 2010

"Party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.

"Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal and whether or not by or in the right of the corporation.

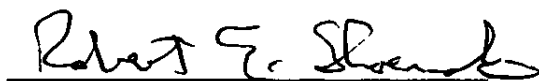
Section 10. Provisions Not Exclusive. As authorized by the Florida Not For Profit Corporation Act, the provisions of this Article are in addition to and not in limitation of the specific powers of a corporation to indemnify directors and officers set forth therein. If any provision of this Article shall be adjudicated invalid or unenforceable by a court of competent jurisdiction, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the corporation may have under the laws of the State of Florida.

ARTICLE VI

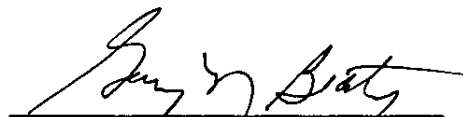
REGISTERED OFFICE AND AGENT

The post office address of the initial registered office is 1401 East Broward Boulevard, Fort Lauderdale, Florida 33301-2116. The name of the initial registered agent is Perry W. Hodges, Jr., whose business office is the same as the registered office and who is a resident of Florida and a member of the Florida State Bar.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Incorporation this 17 day of Dec 2009.



President

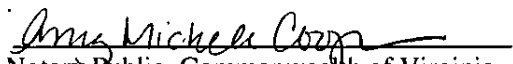


Secretary

COMMONWEALTH OF VIRGINIA

CITY OF RICHMOND

Before me, a Notary Public, duly authorized in the State and County aforesaid to make acknowledgments, personally known and appeared before me Bob Shoemaker and Gary Beatty to me well known to be the persons described in and executed the foregoing Amended and Restated Articles of Incorporation, and who acknowledged before me that they executed and subscribed to these Amended and Restated Articles of Incorporation for the purposes therein expressed.



Notary Public, Commonwealth of Virginia

My Commission expires : 02/29/2012

