

Charter Number: 011

Rescuee's Name

Address

51

E1010

210

Phone

```
100001390011
-01/26/95--01032--012
****122.50 ****122.50
```

W.P. Verhaar

[illegible]

ARTICLES OF INCORPORATION
OF
HOLY WISDOM INTER-FAITH COMMUNITY OF MIAMI, INCORPORATED
A FLORIDA NONPROFIT CORPORATION

FILED
905 JAN 26 PM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1 Name: The name of the corporation is HOLY WISDOM INTER-FAITH COMMUNITY OF MIAMI, INCORPORATED.

Article 2 Duration: The duration of the corporation is perpetual.

Article 3 Purposes: The purpose of the corporation is as follows: a religious society.

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are: To establish an inter-denominational group of men and women, open to anyone of any race, ethnic background, religious background, or lifestyle, which in established places of worship regularly conducts nonprofit religious services, religious education, and religious activities, raises funds for support of these activities to provide fair compensation for the clergy persons and employees of the organization, and engages in advocacy on issues of justice.

B. To exercise all rights and powers conferred by the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purpose.

Article 4 Members: The Corporation shall have Voting Members, who shall be admitted to membership upon request to become a member and by making a commitment to the organization, evidenced by, but not limited to, their contribution of time, talent, and treasure, and who shall have all the rights and privileges of members of the Corporation.

Article Initial Registered Agent and Office:
The initial registered agent is Douglas H. MacArthur, Esquire, and the initial registered office is : 1000 Ponce de Leon Blvd., Suite 207, Coral Gables, Florida 33134.

Article 6 Initial Board of Directors: The initial Board of Directors shall have 6 members whose names and addresses are:

MARI CASTELLANOS	606 NW 107 Ave, #8, Miami, Fl.
PATRICIA CONRADI	726 NE 92nd St., Miami Shores, Fl.
DOUGLAS H. MacARTHUR	7240 Sw 83St PLZ C-9, Miami, Fl. 33143
MARTA EVORA	7881 SW 14 Ter., Miami, Fl.
SILVIA ROJAS	6360 SW 49th St., Miami, Fl.
MARIE VALENTI	6865 SW 64th St., Miami, Fl.

The number of directors may be raised or lowered by amendment of the By-Laws, but in no case shall be less than four.

Article 7 Officers: The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the By-Laws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws. The names and addresses of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	MARI CASTELLANOS	606 NW 107 Ave, #8, Miami, Fl.
Secretary	MARTA EVORA	7881 SW 14 Ter., Miami, Fl.
Treasurer	SILVIA ROJAS	6360 SW 49th St., Miami, Fl.

Article 8 Incorporators: The names and addresses of the incorporators of this corporation are:

<u>Name</u>	<u>Address</u>
MARI CASTELLANOS	606 NW 107 Ave, #8, Miami, Fl.
PATRICIA CONRADI	726 NE 92nd St., Miami Shores, Fl.
DOUGLAS H. MacARTHUR	7240 Sw 83St PLZ C-9, Miami, Fl. 33143
MARTA EVORA	7881 SW 14 Ter., Miami, Fl.
SILVIA ROJAS	6360 SW 49th St., Miami, Fl.
MARIE VALENTI	6865 SW 64th St., Miami, Fl.

Article 9 Nonstock Basis: The corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power shares of any type or class of stock, but may issue membership certificates if so provided for in the By-Laws.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 22nd day of JAN, 1995.


MARI CASTELLANOS


PATRICIA CONRADI


MARTA EVORA


DOUGLAS H. MACARTHUR


SILVIA R. ROJAS


MARIE D. VALENTI

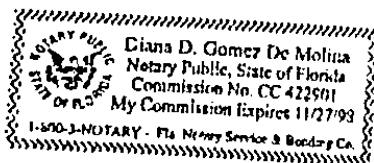
STATE OF FLORIDA

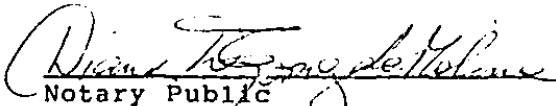
SS:

COUNTY OF DADE

Before me personally appeared MARI CASTELLANOS, PATRICIA CONRADI, MARTA EVORA, DOUGLAS H. MACARTHUR, SILVIA ROJAS, and MARIE D. VALENTI, to me personally known, and known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that they have executed SAID INSTRUMENT FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS my hand and seal this 22nd day of JAN, 1995.




Notary Public
State of Florida

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Florida Statutes, Chapter 607, the following is
submitted in compliance with said act:

The subscribers to the original Articles of Incorporation
of Holy Wisdom Inter-Faith Community of Miami, Incorporated,
desiring to organize under the laws of the State of Florida,
with the principal office located at 606 N.W. 107th Avenue, #8
in Miami, Dade County, State of Florida, designate as Resident
Agent for service of process within the State of Florida:
DOUGLAS H. MacARTHUR, ESQUIRE, 1000 Ponce de Leon Blvd., Suite
207, Coral Gables, Florida 33134.

ACKNOWLEDGEMENT

I, DOUGLAS H. MacARTHUR, ESQUIRE, hereby accept the
designation as Resident Agent in the State of Florida for Holy
Wisdom Inter-Faith Community of Miami, Incorporated, and further
state that I am a resident of the State of Florida, and that I
maintain a permanent business address within the State of
Florida, to wit: 1000 Ponce de Leon Blvd., Suite 207, Coral
Gables, Florida 33134, Phone number: (305) 445-2655, and agree
to comply with the provision of said statute relative to keeping
this office open.

DATED this 23rd day of January, 1995.


Resident Registered Agent

FILED
1995 JAN 26 PM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N95000000380

Charter Number Only

10-19-95

Douglas McArthur

Requestor's Name

1000 Ponce de Leon Blvd #392

Address

Coral Gables, FL 33134

City

State

ZIP

Phone

RECEIVED
95 OCT 23 AM 10:03
DIVISION OF CORPORATION

SECTION ONLY

500001617255
-10/23/95--01012--018
*****35.00 *****35.00

CORPORATION(S) NAME

Holy Wisdom Inter-Faith Community
of Miami, Incorporated.

FILED
95 OCT 23 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- | | | |
|--|---|---|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Amendment
10/23/95
DC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HOLY WISDOM INTER-FAITH COMMUNITY OF MIAMI, INCORPORATED
A FLORIDA NONPROFIT CORPORATION

FILED
95 OCT 23 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendments adopted:

Article 3 Purposes: The purpose of the corporation is as follows: a religious society and church.

A. This corporation is a not-for profit corporation organized under Chapter 617, Florida Statutes. The corporation is organized and operated exclusively for charitable, religious, and education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

B. The specific purposes of this corporation are: (1) To establish an inter-denominational group of men and women, open to any one of any race, ethnic background, religious background or lifestyle, which regularly conducts religious services, religious education, and religious activities; (2) to establish place(s) of worship for the regular conducting of religious services; (3) to do such other activities that encourage the moral and religious health of the church community and the larger community; (4) to advance such other efforts and perform any other activities necessary or convenient as may be appropriate to effect the purposes of the corporation to the extent permitted by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

C. Provided that no part of the net earnings of the corporation shall inure to, or be distributable to, the benefit of its officers, directors, or any 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 these Articles of Incorporation.

D. Notwithstanding any other provisions of these Articles

of Incorporation, the corporation shall exercise only such powers and conduct and carry on such activities as are consistent with the exempt status of organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code) and the regulations thereunder, as they exist now or as they may be amended, contributions to which are deductible for Federal Income Tax purposes.

Article 4 Members: The corporation shall have one or more classes of members, as provided in the by-laws.

Article 10 Proscribed Activities; Dissolution:

A. This corporation shall serve as a not-for-profit corporation and, in furtherance of the purposes set out above, shall have the power to solicit, accept, and receive funds from any person, organization, or any other entity, including, but not limited to, other charitable organizations, profit making corporations, and individuals. Consistent with the objectives and purposes set forth hereinabove, the corporation may exercise all powers available to corporations under the Florida Not For Profit Corporations Act, its successor statute and any other applicable law, subject to restrictions, if any, contained in these Articles of Incorporation and the corporation's by-laws, including the full power and authority to take and to hold by bequest, devise, gift, grant, purchase, lease, or otherwise, any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such a manner as, in the judgment of the directors, will best promote the purposes of the corporation, provided that no part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or to any individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no director or officer of the corporation shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise permitted by the Internal Revenue Code) and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

C. If the corporation shall during any period be treated as a private foundation as defined in Section 509(a) of the Internal Revenue Code (or any corresponding provision of any future United States Internal Revenue Law), the

corporation shall during any such period:

(i) Distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on the undistributed income imposed by Section 4942 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

(ii) Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

(iii) Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue law).

(iv) Not to make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue law).

(v) Not to make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue law).

D. The corporation may be dissolved at any time by a majority vote of the Directors then in office and ratified at a meeting of the Members entitled to vote upon dissolution at a meeting duly held. A plan of distribution of assets shall be adopted by the Board of Directors. It shall provide, inter alia, that:

(i) All liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefor.

(ii) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by dissolution of the corporation, be returned, transferred, or conveyed in accordance with such requirements; and

(iii) Assets received and held by the corporation subject to limitations subject to their use only for a charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring the return, transfer, or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation.

(iv) Other assets, if any, may be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as is deemed desirable and appropriate in the judgment of the Board of Directors.

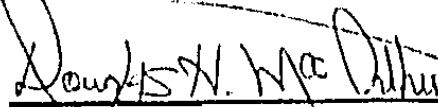
SECOND: The date of the adoption of the Amendments was August 13, 1995.

THIRD: Adoption of Amendments: The amendments were adopted by

the members entitled to vote and the number of votes cast for the amendments was sufficient for approval.

DATED this 17th day of October, 1995.

HOLY WISDOM INTER-FAITH COMMUNITY OF MIAMI, INCORPORATED

A handwritten signature in dark ink, appearing to read "Douglas H. MacArthur", is written over a horizontal line.

DOUGLAS H. MACARTHUR
Secretary of the Board

N95000000380

Holy Wisdom Inter-Faith Community of Miami, Inc.

Wisconsin
400 South West 5th Avenue
Miami, Florida 33135
Tel (305) 264-5777

June 12, 1996

By Certified Post

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

100001879961
06/01/96 01009-004
*****52.50 *****52.50

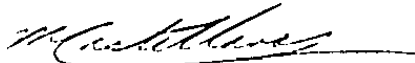
Re: Filing of Restated Articles of Incorporation

Dear Sir or Madam:

Please accept for filing the enclosed Restated and Amended Articles of Incorporation for or organization. We have enclosed Two (2) copies of our Restated Articles; and A check for \$52.50 representing payment of filing fees and return of a certified copy to us.

We hope that you will find the enclosures properly executed and adequate. If you need additional information, please do not hesitate to contact the undersigned at (305) 264-5777.

Sincerely yours,



Rev. Mari Castellanos
President

Refunded
\$8.75

SH 8/7
Amended
in Post.

FILED
95 AUG -5 AM 9:15
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1996

Mari Castollanos
Holy Wisdom Inter-Faith Community
4639 SW 75th Ave.
Miami, FL 33155

SUBJECT: HOLY WISDOM INTER-FAITH COMMUNITY OF MIAMI,
INCORPORATED
Ref. Number: N95000000380

We have received your document for HOLY WISDOM INTER-FAITH COMMUNITY OF MIAMI, INCORPORATED and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

A statement of the manner in which directors are to be elected or appointed should be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 196A00033539

Holy Wisdom Inter-Faith Community of Miami, Inc.

Wisehouse
4649 South West 75th Avenue
Miami, Florida 33155
Tel. (305) 264-5777

JULY 31, 1996

By Certified Post

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

Re: Filing of Restated Articles of Incorporation

Dear Sir or Madam:

Please accept for refiling the enclosed Restated and Amended Articles of Incorporation for or organization. We have enclosed a copy of our Restated Articles for filing and request a certificate evidencing filing to be returned to us. Previously we conveyed these Articles and a check for \$52.50 representing payment of filing fees. The Articles were returned to us for corrections.

We have consulted with Louise Jackson of your office and have modified the filing with her guidance and we now believe that this filing will conform to your requirements.

You retain at this time our check for \$52.50. We request that the filing fee of \$35.00 and a fee of \$8.75 for a certificate evidencing filing be offset against the previous check and the excess of \$8.75 be refunded to us.

We hope that you will find the enclosures properly executed and adequate. If you need additional information, please do not hesitate to contact the undersigned at (305) 264-5777.

Sincerely yours,

Mari Castellanos / *SR*

Rev. Mari Castellanos
President

RESTATED AND AMENDED ARTICLES CERTIFICATE

Holy Wisdom Inter-Faith Community of Miami, Incorporated

In accordance with section Florida Statutes §617.007(4), it is hereby certified that:

The board of directors duly adopted and approved the restated articles and the amendments to the articles appearing in the restated articles in accordance with the Florida Not for Profit Corporation Act, and the information required in section 617.1007(1) is set forth as attached. Pursuant to the by-Laws of the corporation, any amendment to these articles that required approval by the members were adopted by the members at their annual meeting on November 5, 1996, and the number of votes cast for the amendment was sufficient for approval.

Dated June 14th, 1996.

Holy Wisdom Interfaith Community of Miami, Inc.

By Mari Castellanos
Reverend Mari Castellanos

FILED
JUN 15 1996
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
Holy Wisdom Inter-Faith Community of Miami, Incorporated

Pursuant to the provisions of Section 617.1007(1) of the Florida Not For Profit Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors, hereby adopts the following Restated Articles of Incorporation:

Article 1 Name: The name of the corporation is HOLY WISDOM INTER-FAITH COMMUNITY OF MIAMI.

Article 2 Duration: The duration of the corporation is perpetual.

Article 3 Purposes: The purpose of the corporation is as follows: a religious society and church.

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. The Corporation is organized and operated exclusively for charitable, religious, and education purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

B. The specific purposes of this corporation are: (1) To establish an inter-denominational group of men and women, open to anyone of any race, ethnic background, religious background, or lifestyle, which regularly conducts religious services, religious education and religious activities; (2) to establish place(s) of worship for the regular conducting of religious services; (3) to do such other activities that encourage the religious and moral health of the church community and the larger community; (4) to advance such other efforts and perform any other activities necessary or convenient as may be appropriate to effect the purposes of the corporation to the extent permitted by Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

C. Provided, however, that no part of the net earnings of the Corporation shall inure to, or be distributable to, the benefit of its officers, directors 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 these Articles of Incorporation.

D. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall exercise only such powers and conduct or carry on only such activities as are consistent with the exempt status of organizations described in Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) and the regulations thereunder (as they now exist or as they may hereafter be amended), contributions to which are deductible for Federal income tax purposes.

Article 4. Members:

The corporation shall have one or more classes of members, as provided in the by-laws.

Article 5 Initial Registered Agent and Office: The initial registered agent is Douglas H. MacArthur, Esquire, and the initial registered office is: 1000 Ponce de Leon Blvd., Suite 207, Coral Gables, Florida 33134.

Article 6 Initial Board of Directors: The business of the corporation shall be conducted by the Board of Directors. The initial Board of Directors shall have 6 members whose names and addresses are:

MARI CASTELLANOS	606 NW 107 Ave., #8, Miami, Fl.
PATRICIA CONRADI	726 NE 92nd St., Miami Shores, Fl.
DOUGLAS H. MacARTHUR	7240 SW 83 St PLZ C-9, Miami, Fl. 33243
MARTA EVORA	7881 SW 14 Ter., Miami, Fl.
SILVIA ROJAS	6360 SW 49th St., Miami, Fl.
MARIE VALENTI	6865 SW 64th St., Miami, Fl.

The directors shall be elected in a manner as provided in the by-laws. The number of directors may be raised or lowered by amendment of the by-laws, but in no case shall be less than four.

Article 7 Officers: The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the by-laws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the by-laws. The names and addresses of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	MARI CASTELLANOS	606 NW 107 Ave, #8, Miami, Fl.
Secretary	MARTA EVORA	7881 SW 14 Ter., Miami, Fl.
Treasurer	SILVIA ROJAS	6360 SW 49th St., Miami, Fl.

Article 8 Incorporators: The names and addresses of the incorporators of this corporation are:

<u>Name</u>	<u>Address</u>
MARI CASTELLANOS	606 NW Ave., #8, Miami, FL

PATRICIA CONRADI	726 NE 92nd St., Miami Shores, Fl.
DOUGLAS H. MacARTHUR	7240 SW 83 St PLZ C-9, Miami, Fl.
MARTA EVORA	7881 SW 14 Ter., Miami, Fl.
SILVIA ROJAS	6360 SW 49th St., Miami, Fl.
MARIE VALENTI	6865 SW 64th St., Miami, Fl.

Article 9 Nonstock Basis: The corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power shares of any type or class of stock, but may issue membership certificates if so provided for in the By-Laws.

Article 10. Proscribed Activities; Dissolution:

A. This corporation shall serve as a not for profit corporation and, in furtherance of the purposes set out above shall have the power to solicit, accept, and receive funds from any person organization, or any other entity, including but not limited to other charitable organizations, profit-making corporations, and individuals. Consistent with the objectives and purposes set forth hereinabove, the corporation may exercise all powers available to corporations under the Florida Not For Profit Corporations Act, its successor statute and any other applicable law, subject to restrictions, if any, contained in these Articles of Incorporation and the corporation's by-laws, including the full power and authority to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, any property, real personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such a manner as, in the judgment of the directors, will best promote the purposes of the corporation, provided that no part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or to any individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no director or officer of the corporation shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by the Internal Revenue Code) and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. If the corporation shall during any period be treated as a private foundation as defined in Section 509(a) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), the corporation shall during any such period:

(i) Distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law);

(ii) Not engage in any act of self-dealing as defined in Section 4941(d) of the internal revenue Code (or the corresponding provision of any future United States internal revenue law);

(iii) Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law);

(iv) Not to make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law); and

(v) Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

D. The corporation may be dissolved at any time by a majority vote of the Directors then in office and ratified at a meeting of the Members entitled to vote upon dissolution at a meeting duly held. A plan of distribution of assets shall be adopted by the Board of Directors. It shall provide, inter alia, that:

(i) All liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefor;

(ii) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by dissolution of the corporation, be returned, transferred, or conveyed in accordance with such requirements; and

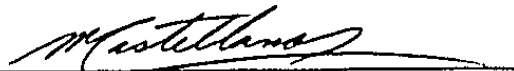
(iii) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring the return, transfer, or conveyance by reason of the dissolution, and any other assets, if any, may, as deemed desirable and appropriate in the judgment of the Board of Directors, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the dissolving corporation, for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of common pleas 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.

The foregoing restated articles of incorporation restate and integrate and amend in accordance with the Corporation's Bylaws the provisions of the corporation's articles of incorporation as theretofore amended, and there is no discrepancy between those provisions and the provisions of the restated articles of incorporation.

Dated June 14th, 1996

Holy Wisdom Inter-Faith Community
of Miami, Inc.

By:



Reverend Mari Castellanos