

N95000001910

ANTHONY M. NARDELLA, JR.

Attorney & Counselor at Law

3117 Edgewater Drive

ORLANDO, FLORIDA 32804

Telephone (407) 648-9700

Fax (407) 648-5007

April 21, 1997

Secretary of State
Corporate Records Bureau
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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-04/28/97--01127--012
*****35.00 *****35.00

RE: TRUE MINISTRIES, INC.

Gentlemen:

Enclosed please find for filing an original and a copy of the Articles of Incorporation for the above referenced corporation **as amended and restated effective February 28, 1997**. Please also find for filing the Certificate Regarding Amendment and Restatement of Articles of Incorporation to the above-referenced corporation of same date.

Finally, please also find enclosed our check no. 741 made payable to the Secretary of State in the sum of \$35.00 in order to defray your filing fee.

Please return the file stamped acknowledgement copy of the Amended and Restated Articles of Incorporation to the undersigned at your earliest possible convenience.

If you have any questions, please feel free to contact the undersigned.

Very sincerely yours,


Anthony M. Nardella, Jr.

FILED
97 MAY 16 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMN/ia1
Enclosures

cc: client

Amended & Restated
LFF
5-23-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED

97 MAY 16 PM 12:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 6, 1997

ANTHONY M. NARDELLA, JR.
3117 EDGEWATER DRIVE
ORLANDO, FL 32804

SUBJECT: TRUE MINISTRIES INC.
Ref. Number: N95000001910

We have received your document for TRUE MINISTRIES INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please remove any reference to Chapter 607 from the articles of amendment.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 897A00023812

ANTHONY M. NARDELLA, JR.

Attorney & Counselor at Law

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ORLANDO, FLORIDA 32804

Telephone (407) 648-9700
Fax (407) 648-5007

FILED

97 MAY 16 PH 12:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 13, 1997

ATTN: Ms. Louise Jackson
Secretary of State
Corporate Records Bureau
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

PERSONAL & CONFIDENTIAL

RE: TRUE MINISTRIES, INC.

Dear Ms. Jackson:

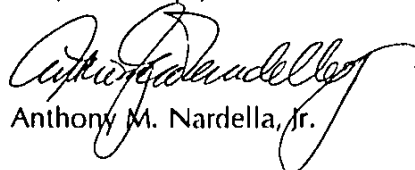
As we discussed over the telephone today, I am sending to your attention the original and a copy of the Articles of Incorporation for the above referenced corporation as amended and restated effective February 28, 1997. Please also find for filing the Certificate Regarding Amendment and Restatement of Articles of Incorporation to the above-referenced corporation of same date.

My check no. 741 made payable to the Secretary of State in the sum of \$35.00 to defray your filing fee was sent in my original correspondence.

If the enclosed is acceptable for filing, please return the file stamped acknowledgement copy of the Amended and Restated Articles of Incorporation to the undersigned at your earliest possible convenience.

Thank you for your attention to this matter. If you have any questions, please feel free to contact the undersigned.

Very sincerely yours,


Anthony M. Nardella, Jr.

AMN/ia1
Enclosures

AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
OF**

TRUE MINISTRIES, INC.

Adopted April 13, 1995

Restated February 28, 1997

FILED

97 MAY 16 PM 12: 33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following articles of incorporation:

ARTICLE I

Name

The name of the corporation shall be TRUE MINISTRIES, INC.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:

1001 Idaho Court, Ocoee, Florida 34761

ARTICLE III

Purpose(s)

The purpose of this Corporation shall be to operate exclusively for charitable, religious, scientific and educational purposes, and in furtherance of such goals is authorized to do any or all activities which it is empowered to do under Chapters 617 and 607, as appropriate; provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

Directors shall be elected in accordance with the Bylaws.

ARTICLE V

PROHIBITED ACTIVITIES

Notwithstanding the provisions of Article III hereinabove, nothing herein shall be construed to permit the Corporation to engage in any activity which would be inconsistent with its classification as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time. As such, the Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, 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 effecting one or more of its purposes), nor shall any member, director, or officer

of the Corporation, or any private individual, be entitled to share in a distribution of the Corporation's assets on dissolution of the Corporation nor shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Internal Revenue Code of 1954 as amended from time to time, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The Corporation shall 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 the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

4. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI DISTRIBUTION UPON DISSOLUTION

Upon the liquidation, dissolution or the winding up of the affairs of the Corporation, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which are then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

4. The foregoing amendment to articles of incorporation was duly adopted by the board of directors on February 28, 1997.

IN WITNESS WHEREOF, the undersigned Director of this corporation has executed these restated articles of incorporation on the 28 day of FEBRUARY, 1997.



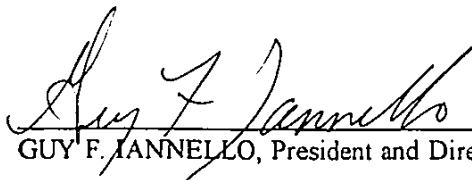
GUY F. IANNELLO, Director

**CERTIFICATE
REGARDING AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION
OF TRUE MINISTRIES, INC.**

February 28, 1997

The undersigned, being and constituting the President and a member of the Board of Directors of True Ministries, Inc. (the "Corporation") pursuant to Section 617.1007, *Florida Statutes*, does hereby certify that the Articles of Incorporation as amended and restated on February 28, 1997, do not contain amendments to the articles which require member approval, and that the board of directors adopted the restatement.

IN WITNESS WHEREOF, the undersigned has executed this certificate this 28 day of February, 1997.



GUY F. IANNELLO, President and Director