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SECRETARY OF STATE
Statutory Filings Division
Corporations Section
P.O. Box 6327
Tallahassee, FL 32314

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RE: ARTICLES OF AMENDMENT FOR ZOE MINISTRIES WORLDWIDE, INC.
Document No. N95000001942

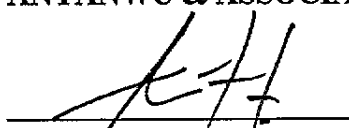
Dear Sir/Madam:

Enclosed please find the original and three copies of the Articles of Amendment of ZOE MINISTRIES WORLDWIDE, INC. Please file original and return file-marked copies to me in the enclosed self-addressed, and stamped envelope that is being provided for your convenience.

Further, please find enclosed a check in the amount of \$35.00 for filing fee. If you have any questions or wish to discuss this matter further, please contact the undersigned.

Very truly yours,

ANYANWU & ASSOCIATES, P.C.


Godson Anyanwu
Attorney at Law

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ARTICLES OF AMENDMENT

OF

ZOE MINISTRIES WORLDWIDE, INC.

Zoe Ministries Worldwide, Inc., a Florida Non-Profit Corporation, has adopted the amendments to its Articles of Incorporation filed on April 20, 1995, as stated in these Articles of Amendment.

ARTICLE 1.

The name of the Corporation is ZOE MINISTRIES WORLDWIDE, INC.

ARTICLE 2.

SUBSTANCE OF AMENDMENT

(A). The Articles of Incorporation are amended by adding the following to **Article IV.**, reading as follows: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(B). The Articles of Incorporation are amended by adding a new **Article XI**, reading as follows: no part of the net earning 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 IV (as amended) of the Article of Incorporation. 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt

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from Federal Income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or (or the corresponding provision of any future United States Internal Revenue Law).

(C). The Articles of Incorporation are amended by adding a new **Article XII**, reading as follows: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. 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 than 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.

ARTICLE III.

PROCEDURE OF ADOPTION OF AMENDMENT

The amendment was adopted in the following manner:

The Corporation has no members entitled to vote on these Articles of Amendment. The amendment of the Articles of Incorporation was adopted at a meeting of the Board of Directors held on 28th day of March, 1999. The amendment received the vote of a majority of the directors in office.

I am an officer of the Corporation and I hereby execute these Articles of Amendment on behalf of the Corporation on this 8TH day of MARCH, 1999.

BY 

Patrick Anwuzia

President & Founder