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TRANSMITTAL LETTER

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

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-07/09/99--01016--008
****35.00 ****35.00

SUBJECT: True Praise Worship Center, Inc. (To Be Formerly NCOGS, Inc.)
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

X \$35.00

Restated Articles
Includes Name Change

ADDITIONAL COPY REQUIRED

FROM: Windsor Ferguson
Name (Printed or typed)

1471 NW. 33rd Way
Address

Ft. Lauderdale, FL. 33311
City, State & Zip

(954) 728-8180
Daytime Telephone number

Beverly McLendon GAVE

AUTHORIZATION BY PHONE TO
CORRECT the original instead of using fax

DATE JUL 13 1999

DOC. EXAM. T. LEWIS NOTE: Please provide the original and one copy of the articles.

FILED
99 JUL -9 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rstart NC

T. LEWIS JUL 13 1999

N.C.O.G.S., Inc.

977 Northwest 27th Avenue . Ft. Lauderdale, FL . 33311

Phone: (954) 728-8189 Fax: (954) 584-1494

Bishop Windsor Ferguson, Pastor

FACSIMILE TRANSMISSION COVER

DATE: July 12, 1999

TO: Ms. Thelma Lewis, Supervisor
Amendment Section
Dept. of State, Corporations Division

FAX No.: (850) 487-6897

FROM: Beverly McLendon for Bishop Windsor Ferguson

PAGES: Number of pages including transmission cover - 8

COMMENTS

Ms. Cheryl Coulliette of your section spoke with you last Friday regarding our need to substitute the Restated Article of Incorporation's we mailed to Department of State on July 6, 1999, with the following copy of the same.

After mailing the aforementioned, we were advised that it would be difficult to comply with local code and purchase a building for our church if we did not expand on our requested name change of True Praise Worship Center. Since the restated articles had been mailed at the time of our notice of this problem, we have added to the new name which is now reflected as, True Praise Worship and Outreach Center, Inc.

The new name is reflected on several pages of the articles. As a result, we are faxing the full document and asking that it be used as the official document.

Your truly appreciate your assistance with this matter. Should the need arise, I can be contacted directly at 954/584-0707 or Fax me at 954/584-1494.

Thank you very kindly.

Restated Articles of Incorporation
for the
True Praise Worship and Outreach Center,
(Formerly N.C.O.G.S., Inc.)

99 JUL -9 PM 12:36
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator(s) designing to form a nonprofit corporation under the Nonprofit Corporation Law of Florida, Chapter 617, F.S., adopt(s) the following Restated Articles of Incorporation:

Article I - Name

The name of the Corporation shall be, **True Praise Worship** and Outreach Center, Inc.

Article II - Principle Place of Business

The known principle place of business of this corporation shall be 977 Northwest 17th Avenue, Ft. Lauderdale, FL 33311, but it may establish other principal places of business and other offices at such other places, either within or without the State of Florida, as the Board of Directors may from time to time determine.

Article III - Purpose

This corporation is organized exclusively for religious, charitable, literary, scientific, and educational purposes, more specifically to teach and preach the Word of God and uplift the spiritual soul of man by providing human development needs through outreach ministries. To this end, the corporation shall at all times be operated for religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Article IV - Limitations

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. 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 person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set for in Article Three hereof.
2. 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 public office.
3. 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 from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended.

Article V - Membership

The corporation shall have no members

Article VI - Manner of Election of Directors

The corporation directors shall be appointed by the Incorporator until such time that the Incorporator relinquishes said appointment responsibility to the Board of Directors or other designee.

Article VII - Directors

The names and address of the persons who shall serve as the directors of the Corporation are as follows:

- Windsor Ferguson Sr., 1471 NW. 33rd Way, Ft. Lauderdale FL 33311
- Willie Coleman, 7230 NW. 21st Street, Ft. Lauderdale FL 33311
- Jessie Scipio, 9813 N. Grand Duke Circle, Ft. Lauderdale, FL 33311

Article VIII - Officers

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer and such other officers as may be provided in the Bylaws. Each Officer shall be appointed by the incorporator until such time that a meeting is held to appoint new officers. The names and addresses of the officers of the Corporation are as follows:

- **President** - Windsor Ferguson Sr., 1471 NW. 33rd Way, Ft. Lauderdale FL 33311
- **Secretary** - Willie Coleman, 7230 NW. 21st Street, Ft. Lauderdale FL 33311
- **Treasurer** - Jessie Scipio, 9813 N. Grand Duke Circle, Ft. Lauderdale, FL 33311

Article IX - Indemnification

The Corporation may indemnify, to the full extent permitted by the State of Florida nonprofit corporation laws, every person who is or was a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent or trustee or another corporation or of a partnership, joint venture trust, employee benefit plan or other enterprise, including service on a committee formed for any purpose (and case, his or her heirs, executors and administrators), against all expense, liability and loss (including counsel fee, judgments, fines, excise taxes, penalties, and amount paid in settlement) actually and reasonably incurred or suffered by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law, as in effect on the date hereof and as hereafter amended. Such indemnification may include advances of expenses in advance of final disposition of such action, suite or proceeding subject to the provision of any applicable statute.

Article X - Bylaws

The bylaws for the corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors in the manner prescribed in the bylaws.

Article XI - Amendments

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Directors, Trustees, Officers, are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the state of Florida, as amended from time to time, unless more specifically provisions for amendments are adopted by the corporation pursuant to law.

Article XII - Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the repayment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational, scientific, and literary purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article XII only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code. Any of such assets not so distributed shall be distributed by the court of commons pleas of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

Article XIII - Effective Date

These Restated Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article XIV - Registered Agent

The name and street address of the registered agent is:

Windsor Ferguson Sr., 1471 NW. 33rd Way, Ft. Lauderdale FL 33311

Article XV - Incorporator(s)

The name and street address of the Incorporator of these Articles of Incorporation is:

Windsor Ferguson Sr., 1471 NW. 33rd Way, Ft. Lauderdale FL 33311

The undersigned incorporator has executed these Restated Articles of Incorporation this 6th day of July, 1999.

Windsor Ferguson Sr.
Signature of Incorporator

Windsor Ferguson Sr
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617-0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

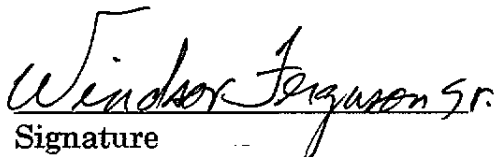
1. The name of the Corporation is:

True Praise Worship and Outreach Center, Inc.

2. The name and address of the registered agent and office is:

**Windsor Ferguson Sr.
1477 NW. 33rd Way
Ft. Lauderdale FL 33311**

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


Signature


July 6, 1999

Date

**True Praise Worship and Outreach Center, Inc.
Restated Articles of Incorporation**

Certificate of Adoption

This is to certify that the foregoing July 6, 1999 Restated Articles of Incorporation for the True Praise Worship Center, Inc., was adopted by the board of directors and does not contain any amendments requiring member approval.


Windsor Ferguson Sr., President

Date: July 6, 1999