

Division of Corporations

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BASIC AMENDMENT

LIFELINE COMMUNITY CHURCH, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LIFELINE COMMUNITY CHURCH, INC.**

FILED
99 APR 30 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lifeline Community Church, Inc., the original Articles of Incorporation for which were filed with the Florida Department of State on July 8, 1997, does hereby amend and restate its Articles of Incorporation, in accordance with Section 617.1007 of the Florida Statutes to read as follows:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Lifeline Community Church, Inc.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the corporation and the mailing address of the corporation is 2131 Hillview Street, Sarasota, Florida 34239-2346.

Prepared By:
Jane D. Callahan, Esq.
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ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for religious, charitable and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, operating a Church to glorify God through worship, to develop growth and fellowship in the Lord Jesus Christ, and to communicate the Gospel to the world.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation

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shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

(i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The corporation will distribute its income for each tax 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 Code.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - MEMBER

The sole member of the corporation shall be Northland Community Church, Inc.

ARTICLE V - BOARD OF ELDERS

The directors of the corporation shall be the corporation's Board of Elders, and shall be elected by the member as provided in the Bylaws. The Board of Elders shall at all times consist of at least three (3) persons and may consist of up to nine (9) persons, as provided in the Bylaws.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the corporation is 2131 Hillview Street, Sarasota, Florida, 34239, and the name of the registered agent of this corporation at that address is Michael Wilkins. The Board of Elders may from time to time designate a new registered office and registered agent.

ARTICLE VII - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

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ARTICLE VIII - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless dissolved according to law. The effective date of these Amended and Restated Articles of Incorporation will be the date of their filing with the Florida Department of State.

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENTS

The Articles of Incorporation or Bylaws of this corporation may be amended only upon the affirmative vote of the member of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation at Sarasota, Florida, this 28th day of April, 1999.

LIFELINE COMMUNITY CHURCH, INC.

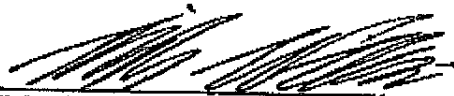
By: 
Michael Wilkins, President

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions

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of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



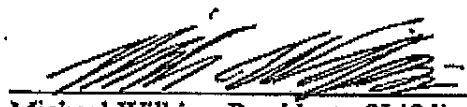
Michael Wilkins

Date: April 28, 1999

**OFFICER'S CERTIFICATE
TO ACCOMPANY
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
LIFELINE COMMUNITY CHURCH, INC.**

I, Michael Wilkins, being the duly elected, qualified and acting President of Lifeline Community Church, Inc., a Florida non-profit corporation, hereby certify that the Amended and Restated Articles of Incorporation of the corporation accompanying this Certificate were duly adopted and approved by all of the members of the Board of Elders of the corporation in compliance with Section 617.1007 of the Florida Statutes and do not represent, reflect or contain any amendment requiring member approval, and were adopted by the Board on April 28, 1999.

IN WITNESS WHEREOF, I have subscribed my name as President pursuant to lawful corporate authority, on this 28th day of April, 1999.



Michael Wilkins, President of Lifeline Community Church, Inc.