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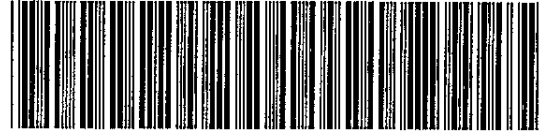
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March 25, 2004

Glenda E. Hood
Secretary of State
Florida Department of State
R.A. Gray Building
500 S. Bronough
Tallahassee, FL 32399-0250

Re: (1728) Berean Church of God International, Inc.:
Amended and Restated Articles of Incorporation

Dear Ms. Hood:

On behalf of our client, Berean Church of God International, Inc., enclosed for filing are the following:

1. Articles of Amendment and Restatement to Articles of Incorporation;
2. Amended and Restated Articles of Incorporation of our client; and
3. \$35 filing fee.

If you have any questions, please call the undersigned at 703-761-5000.

Sincerely,

Stephen H. King
Kenneth E. Liu

Enclosures

cc: Carlton Miller

**ARTICLES OF AMENDMENT and RESTATEMENT
to ARTICLES OF INCORPORATION OF
BEREAN CHURCH OF GOD INTERNATIONAL, INC.**

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned officer, for the purpose of amending and restating the articles of incorporation of Berean Church of God International, Inc., which supercedes the original articles of incorporation and all amendments to them, hereby certifies:

- FIRST: The name of the corporation is Berean Church of God International, Inc.
- SECOND: The amended and restated Articles of Incorporation are as set forth in the attached Amended and Restated Articles of Incorporation of Berean Church of God International, Inc.
- THIRD: The restatement does not contain any amendments that require member approval because the Corporation has no members. The Amended and Restated Articles of Incorporation were adopted by the Board of Directors with the affirmative vote of at least a majority of the directors in office.
- FOURTH: The Amended and Restated Articles of Incorporation were adopted on Jan 31, 2004 by the Corporation in the manner prescribed by the Florida Not For Profit Corporation Act.

BEREAN CHURCH OF GOD INTERNATIONAL, INC.

BY: _____

C. McCalla

DATE: _____

Mar 5, 2004

Claudine McCalla, International Secretary

Name and Office (Printed)

[K:\1728\certandrest.shk.wpd]

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
BEREAN CHURCH OF GOD INTERNATIONAL, INC.**

ARTICLE ONE

The name of the Corporation is BEREAN CHURCH OF GOD INTERNATIONAL, INC.

ARTICLE TWO

The term of existence of the Corporation is perpetual.

ARTICLE THREE

The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereinafter "Code").

More specifically, the Corporation will preach, teach, promote, disseminate, advance, demonstrate, encourage, and implement the Gospel of Jesus Christ and related truths of the Holy Bible throughout the United States and the world at large in accordance with the Articles of Faith and Statement of Vision and Mission contained herein, and thus fulfill the command of our Lord and Savior that His Gospel be preached in all the world as a witness for all nations. Provided, however, that these purposes shall include only those which are, at law, exclusively religious, charitable, and educational, and without limiting the generality of the foregoing, and to accomplish the aforesaid purposes:

1. To uphold and promote the Articles of Faith and the Statement of Vision and Mission;
2. To bring forth the knowledge and the gift of salvation through Jesus Christ, head of the Church, to the United States and the world at large, as directed by our Lord and Savior;
3. To coordinate and facilitate the operation of the national denomination in the United States on behalf of its member Churches;
4. To establish, coordinate and regulate the activities of member Churches in the United States to accomplish the purposes herein;
5. To promote, organize, establish, maintain and carry on a national ministry of Christian worship and education in the knowledge of God and the guidance of all life as revealed in the Holy Scriptures of both the Old and New Testament;

6. To train, send forth, guide, oversee, support and maintain students in training for the ministry, missions and missionaries to preach and teach the Gospel of Jesus Christ for both home and foreign missions;
7. To establish and maintain programs to alleviate human suffering and meet the physical and emotional needs of persons in need in the United States and the world at large in order to demonstrate and disseminate the message of Christ's love and offer of salvation;
8. To help, promote and strengthen the spiritual welfare of member Churches in the United States in adherence to the Christian faith and discipleship of believers to accomplish the purposes herein;
9. To deepen and extend fellowship amongst member Churches, Christian churches, organizations and individuals;
10. To support and encourage unity in the body of Christ within the Corporation and everywhere;
11. To help strengthen individuals in their Christian faith and daily walk with God;
12. To establish, maintain, and operate Christian schools for the provision of a nursery school, kindergarten, elementary, and high school facility to provide general education for young people in the context of the Christian faith;
13. To establish, maintain, and operate Bible colleges, theological seminaries or other similar institutions of religious instruction to train men and women in the Christian faith as lay people, Christian workers, ministers, missionaries and evangelists;
14. To ordain and/or license ministers and pastors to full-time and part time Christian service;
15. To establish, maintain, and operate Christian camps, retreat centers, or conference centers;
16. To acquire and hold land for the purposes of places of worship, residences for its religious leaders, burial grounds or cemeteries, campgrounds, retreat centers, conference centers, counseling centers, Bible colleges, theological seminaries or similar institutions of religious instruction;
17. To give donations and scholarships for charitable, educational, or religious purposes in accordance with the purposes of the Corporation;
18. To establish, own, and operate one or more publishing offices, printing plants, distribution centers, or retail facilities for the publication, printing, distribution,

and sale of all types of literature and publications directly related to the purposes of the Corporation; and

19. To produce programs and materials directly related to the purposes of the Corporation for presentation, broadcast, and distribution on any means of audio, visual, computer, electronic, or other forms of communication as may become available from time to time.

The Corporation may do any and all lawful acts which may be necessary or useful for the furtherance of its religious, charitable and educational purposes.

The Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any religious, charitable or educational organization or organizations, exclusively for religious, charitable or educational purposes.

ARTICLE FOUR

The Corporation shall have two classes of members, the qualifications, rights and duties of which are set forth in the Bylaws of the Corporation.

ARTICLE FIVE

The manner in which the directors of the Corporation are to be appointed shall be as stated in the Bylaws of the Corporation.

ARTICLE SIX

The Articles of Faith that members, directors, and officers are required to subscribe and adhere to is as follows:

1. The Scriptures Inspired: The Scriptures, both Old and New Testaments, are verbally inspired of God and are the revelation of God to man, the infallible authoritative rule of faith and conduct (2 Timothy 3:15-17, 1; Thessalonians 2:3; 2 Peter 1:21).
2. The One True God: The One True God has revealed Himself as the Eternally Self-Existent "I AM," the Creator of Heaven and Earth and the Redeemer of mankind. He has further revealed Himself as a Trinity embodying the principles of relationship and association as Father, Son, and Holy Spirit. (Deuteronomy 6:4; Isaiah 43:10-11; Matthew 28:19; Luke 3:22).
3. The Deity of the Lord Jesus Christ: The Lord Jesus Christ is the Eternal Son of God. The Scriptures declare a) His virgin birth (Matthew 1:23; Luke 1:31, 35); b) His sinless life (Hebrews 7:26; 1 Peter 2:22); c) His miracles (Acts 2:22-10:38); d) His substitutionary work on the cross (1 Corinthians 15:3; 2 Corinthians 5:21);

- e) His bodily resurrection from the dead (Matthew 28:6; Luke 24:39; 1 Corinthians 15:4); and f) his exaltation to the right hand of God (Acts 1:9, 11; 2:23; Philippians 2:9-11; Hebrews 1:3).
4. The Deity of the Holy Spirit: The Holy Spirit is the Executive of the Godhead – Working in every sphere, both physical and moral. Through the Spirit, God created and preserves the universe. Through the Spirit – “The Finger of God” (Luke 11:20) – God works in the spiritual sphere, converting sinners and sanctifying and sustaining believers. The Holy Spirit deity is proved from the following facts. Divine attributes are ascribed to Him. He is the Eternal, Omnipresent, Omnipotent and Omniscient. (Hebrews 9:4; Psalm 139: 7-10; Luke 1:35; 1 Corinthians 2:10, 11).
 5. The Fall of Man: Man was created good and upright, for God said, “Let us make man in our image after our likeness.” However, man, by voluntary transgression, fell and thereby incurred not only physical death, but also spiritual death, which is separation from God (Genesis 1:26; 2:17; 3:6; Romans 5:12-19).
 6. The Salvation of Man: Man’s only hope of redemption is through the shed blood of Jesus Christ the Son of God:
 - (a) Conditions to Salvation – Salvation is received through repentance before God and faith in the Lord Jesus Christ. By the washing of regeneration and renewing of the Holy Ghost, being justified by grace through faith, man becomes an heir of God according to the hope of eternal life (Luke 24:47; John 3:3; Romans 10:13-15; Ephesians 2:8; Titus 2:11; 3:5-7).
 - (b) The Evidence of Salvation – The outward evidence to all men is a life of righteousness and true holiness (Ephesians 4:24; Titus 2:12). Inwardly, the believer has the assurance of the Holy Spirit that he/she belongs to Jesus (Romans 8:12-17; 1 John 5:13-15).
 7. The Ordinances of the Church: (A) Baptism in Water – The ordinance of baptism by immersion is commanded in the Scriptures. All who repent and believe on Jesus Christ as Savior and Lord are to be baptized. Thus, they declare to the world that they have died with Christ and that they also have been raised with Him to walk in the newness of life (Matthew 28:19; Mark 16:16; Acts 10:47, 48; Romans 6:4). (B) Holy Communion – The Lord’s Supper, constituted of the elements of bread and the fruit of the vine, is the symbol that expresses our sharing the divine nature of Our Lord Jesus Christ (2 Peter 1:4), and memorial of His suffering and death (1 Corinthians 11:26). It is enjoined on all believers “Till He Comes!” (C) Washing of the Saints Feet – Jesus said “If I then your Lord and Master have washed your feet, ye also ought to wash one another’s feet, for I have given you an example that ye should do as I have done to you” (John 13:1-17).
 8. The Baptism in the Holy Spirit: All believers are entitled to and should ardently

expect and earnestly seek the promise of the Father, the baptism in the Holy Spirit, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian Church. With it comes the endowment of power for life and service, the bestowal of the gifts and their uses in the work of the ministry (Luke 24:49; Acts 1:4, 8; 1 Corinthians 12:13).

This experience is distinct from and may occur subsequent to the experience of the New Birth (salvation) (Acts 8:12-17; 10:44-46; 11:14-16; 15:7-9). With the baptism in the Holy Spirit should come such experiences as:

- a) an overflowing fullness of the Spirit (John 7:37-39; Acts 4:8)
- b) deepened reverence for God (Acts 2:43; Hebrews 12:28)
- c) an intensified consecration to God and dedication to His work (Acts 2:42); and
- d) a more active love for Christ, for His word, and for the lost (Mark 16:20).

As seen in the Book of Acts, the baptism of believers in the Holy Spirit may be witnessed by the initial physical sign of speaking with other tongues as the Spirit of God gives utterance (Acts 2:4). The speaking in tongues in this instance is the same in essence as the Gift of Tongues (1 Corinthians 12:4-10, 28), but different in purpose and use. However, in addition to the physical sign of speaking in tongues, the spirit-filled believer must demonstrate the fruit of the Spirit, which is Love, Joy, Peace, Long-suffering, Gentleness, Goodness, Faith, Meekness, Temperance (Galatians 5:22-23).

9. Sanctification:

(A) an act of separation from that which is evil, and of dedication unto God (Romans 12:12; 1 Thessalonians 5:23; Hebrews 13:12). The Scriptures teach a life of holiness, "without which no man shall see the Lord" (Hebrews 12:14). By the power of the Holy Spirit we are able to obey the command: "be ye Holy, for I am Holy" (1 Peter 1:15, 16).

Sanctification is realized in the believer by:

- recognizing his identification with Christ in His death and resurrection,
- reckoning daily by faith upon the fact of that union, and
- offering every faculty continually to the dominion of the Holy Spirit (Romans 6:1-11, 13; 8:1, 2, 13; Galatians 2:20; Philippians 2:12, 13; 1 Peter 1:5).

(B) Sanctification is also God's act by which He sets each believer apart as His own child, belonging exclusively to Him (1 Peter 2:8; St. John 17:17).

10. The Church and Her Mission: The Church is the Body of Christ, the habitation of God through the Spirit with divine appointments for the fulfillment of her great commission. Each believer, born of the Spirit, is an integral part of "The General

Assembly and Church of the Firstborn which are written in Heaven” (Ephesians 1:22, 23; 2:22; Hebrews 12:23). Since God’s purpose concerning man is “to seek and to save that which is lost,” to be worshiped by man, and to build a body of believers in the image of His son, the Berean Church of God International exists as part of the universal Church (1) to be an agency of God for evangelizing the World (Mark 16:15-20); (2) To be a corporate body in which many may worship God (John 4:23, 24), and (3) To be a channel of God’s purpose to build a body of saints being perfected in the image of His son (Ephesians 4:11-16). This is to be done in the New Testament Apostolic pattern by teaching and encouraging believers to be obedient to the Scriptures.

11. The Ministry of the Clergy: A divinely-called and scripturally-ordained ministry has been provided for by our Lord for leading the Church in its previously mentioned threefold mission. In addition, in keeping with teachings of the Scripture, we believe in the priesthood of all believers. As such, all members have been spiritually gifted and are expected to utilize them in the total ministry of the Church (Ephesians 4:11-16; 1 Corinthians 12; Romans 12; 1 Peter 2:9-10).
12. Divine Healing: Divine Healing is an integral part of the Gospel and is sovereign of God. Deliverance from sickness is provided for in the atonement, and is the privilege of all believers (Isaiah 53:4,5; Matthew 8:16, 17; James 5:14-16).
13. The Blessed Hope: The resurrection of those who have died in Christ, and their translation together with those who are alive and remain at the coming of the Lord is the imminent and blessed hope of the Church (1 Thessalonians 4:1, 17; Romans 8:23; Titus 2:13; 1 Corinthians 15:51, 52)
14. The Marriage Supper of the Lamb: This provides a bridge between the terrors of the tribulation and the wonders of the Millennium. It pictures a great celebration in Heaven and torment and torture on earth (great tribulation) (Revelation 19: 1-10).
15. The Millennial Reign of Christ: The second coming of Christ includes the rapture of the saints, which is our blessed hope, followed by the visible return of Christ with His saints to reign on the earth for one thousand years (Zechariah 14:5; Matthew 24:27, 30; Revelation 1:7, 19:11-14; 20:1-6). This Millennial reign will bring the salvation of national Israel (Ezekiel 37:21, 22; Zephaniah 3:19, 20; Romans 11:26, 27) and the establishment of universal peace (Isaiah 11:6-9; Psalm 72:3-8; Micah 4:3,4).
16. The Final Judgment: There will be a final judgment in which the wicked will be judged according to their works. Whoever is not found in the “Book of Life” will be consigned – together with the devil and his angels The Beast and The False Prophet – to everlasting punishment in the lake that burns with fire and brimstone, the second death (Matthew 25:46; Mark 9:43-48; Revelation 19:20; 20:11-15; 21:8).

17. The New Heaven and The New Earth: "We, according to His promise, look for New Heavens and New Earth, wherein dwelleth righteousness" (2 Peter 3:13; Revelation 21, 22)

The Berean Church of God International has traditionally viewed five of the previously mentioned doctrines as cardinal. That is not meant to imply that any one doctrine is greater than another. Yet these five seem to express the spirit of all the others. These doctrines form the central message of our fellowship:

1. Emphasis on the Word of God as the final authority.
2. Salvation through the blood of Christ (by grace through faith, Ephesians 2:8).
3. The Baptism in the Holy Spirit.
4. The divine healing of the sick through the prayer of faith.
5. The soon and certain, visible and bodily return of Christ to receive His Church.

ARTICLE SEVEN

The Statement of Vision and Mission that members, directors, and officers are required to subscribe and adhere to is as follows:

Our Vision: "Our vision is to have a strong and spiritual, united organization that facilitates:

- anointed ministries,
- quality leaders,
- on-going training,
- aggressive evangelism, and
- an active social outreach program."

Our Mission: We are committed to aggressively study, practice, preach, and teach the word of God in order to evangelize the world effectively and develop disciples for Christ.