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AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Amend

VS FEB 10 1999

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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WOMEN OF ZION INTERNATIONAL, INC.

Pursuant to the provisions of section 617,1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

ARTICLE II

The purposes and powers for which this Corporation is formed are as follows:

1. Said Corporation is organized exclusively for charitable, Religious, Educational, and Scientific purposes, including such purposes, the make of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Revenue Law). This Corporation is organized to carry on activities exclusively for purposes beneficial to the public and family members including:

- a. advancement of education;
- b. identify, initiate, and administer for the charitable purpose of creating an environment where optimal utilization of evangelistic outreach can be administered to individuals in crisis and in need.

2. Subject to limitations set forth in this Charter and By-laws of this corporation, this Corporation shall have any and all powers to do any and all things necessary or expedient pursuant to its purposes and to possess all rights, privileges, and immunities granted corporation under the laws of the State of Florida, subject to this limitation, namely, notwithstanding what may be expressed or implied from this charter this Corporation shall neither have nor exercise power nor shall it directly or indirectly engage in any activity that would 1) prevent it from obtaining Tax-exemption described in paragraph I herein or 2) cause it to lose Tax-Exemption as an organization described in part I hereof.

3. No part of the net earnings of this Corporation shall insure 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

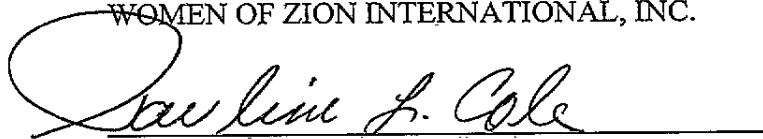
Article I hereof. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, not intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) of (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

4. This Corporation may affiliate with other organization and delegate its powers pursuant to its purposes subject to limitation of purposes and powers set forth hereof.

SECOND: The date of adoption of the amendment was February 1, 1999.

THIRD: The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

WOMEN OF ZION INTERNATIONAL, INC.



PAULINE COLE, PRESIDENT

Dated this 3rd day of February, 1999.