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DEPT. OF STATE
TALLAHASSEE, FLORIDA

Department of State

Division of Corporations

PO Box 6327

Tallahassee, Florida 32314

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-11/27/00--01136--014
*****43.75 *****43.75

SUBJECT: Grace Fellowship Recovery Church, Inc.

Enclosed is an original and (1) one copy of the Articles of Amendment to the Articles of Incorporation and a check for \$43.75 to cover the \$35.00 filing fee and the \$8.75 certified copy fee. Please return to:

Covenant Financial, Inc.
21 N. Hepburn Ave, Suite 20
Jupiter, FL 33458

PS. Should you have any questions please call Roy Wiley at 561-744-9547.

Amend
12-5-00
PWS

ARTICLES OF AMENDMENT
To
ARTICLES OF INCORPORATION
Of
GRACE FELLOWSHIP RECOVERY CHURCH, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant of the provisions of section 617.1006, Florida Statutes, this Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

Article IV is being deleted and replaced with the following Article IV.

**ARTICLE IV
PURPOSE**

The general nature of the business to be conducted by the corporation shall be to provide Christian religious services, Christian charity, and Christian education to the community at large.

The purposes for which Grace Fellowship Recovery Church, Inc. is organized are exclusively religious, charitable, literary and educational within the meaning of section 501 (c) (3) of the Internal revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The powers of Grace Fellowship Recovery Church, Inc. are limited to those within the scope of section 501 (c)(3) of the internal revenue code of 1986 of the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, Grace Fellowship Recovery Church, Inc, shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article V is being deleted and replaced with the following Article V.

**ARTICLE V
INCOME DISTRIBUTION**

No part of the income of this corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the

ARTICLES OF AMENDMENT
GRACE FELLOWSHIP RECOVERY CHURCH, INC

services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. 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.

Notwithstanding any other provision of the 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 or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.

Article VII Board of Directors is being amended to include the following:

The Board of Directors shall consist of not less than three (3) unrelated persons, shall always consist of an odd number of members and the unrelated members shall always be a majority of the board members. The Board of directors shall be designated by the by-laws, and elected at the annual meeting, or at a specially called meeting for the purpose of electing a director of this corporation.

Two additional board members are being added to the initial board and their names and addresses are as follows:

Names & Addresses

Jerry Bliss
11514 Plandome Dr.
Hobe Sound, FL 33455

Scott Peranio
7333 SE James Street
Hobe Sound, FL 33455

Article IX is being added:

**ARTICLE IX
BYLAWS**

The bylaws of the corporation shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided by the bylaws.

ARTICLES OF AMENDMENT
GRACE FELLOWSHIP RECOVERY CHURCH, INC

Article X is being added:

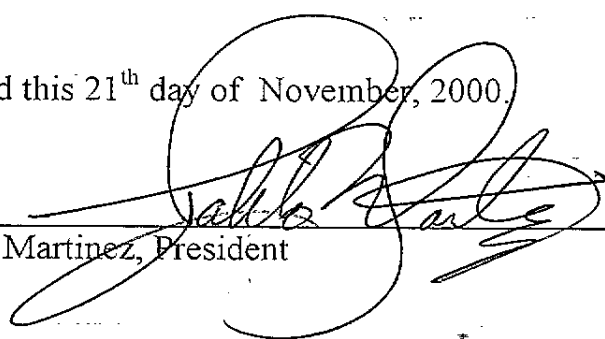
**ARTICLE X
FUTURE DISTRIBUTION OF THE ASSETS**

Upon dissolution of the organization assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

SECOND: The date of the amendments adoption was November 21, 2000.

THIRD: There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of directors.

Signed this 21th day of November, 2000.



Pablo Martinez, President