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TAXATION
REAL ESTATE
ESTATE PLANNING &
ADMINISTRATION

December 21, 1999

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FILED

99 DEC 23 PM 3:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: MT. ZION PRIMITIVE BAPTIST CHURCH, INC. OF
WEST PALM BEACH

Gentlemen:

Enclosed is the articles of incorporation for the above non-profit corporation. We have also enclosed our check in payment of the fees for incorporation.

We have enclosed a copy of the Articles for return of the certificate and certified copy of Articles.

If there is any problem, let me know. Thank you for your gracious and expeditious assistance in this matter.

Sincerely,



KENNETH B. CRENSHAW

KBC:lom
Encls.

Robert M

T. LEWIS JAN 6 2000

CERTIFICATE OF AMENDMENT TO
AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF

FILED
99 DEC 23 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MT. ZION PRIMITIVE BAPTIST CHURCH, INC. OF WPB

Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, the undersigned corporation adopts the following Certificate of Amendment and Restatement to its Articles of Incorporation:

1. The name of the corporation is:

MT. ZION PRIMITIVE BAPTIST CHURCH, INC. OF WPB

2. The following amendment and restatement of the Articles of Incorporation was adopted on December 15, 1999, in the manner prescribed by the Florida Not For Profit Corporation Act:

The undersigned, acting as incorporators of a corporation, pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

MT. ZION PRIMITIVE BAPTIST CHURCH, INC. OF WEST PALM BEACH

ARTICLE II - PRINCIPAL PLACE OF BUSINESS
and MAILING ADDRESS

The street address of the principal place of business of the corporation is:

1425 9th Street
West Palm Beach, Florida 33401

ARTICLE III - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

CORNICE REID
1425 9th Street
West Palm Beach, Florida 33401

ARTICLE IV - PURPOSE

The specific purpose for which the corporation is organized is:

This corporation is organized for the purpose of religious worship and to establish a church, according to the Discipline of the National Primitive Baptist Convention of the United States of America.

The Corporation is organized exclusively for religious, charitable, and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for 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/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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 these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Upon the dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected shall be stated in the By-Laws.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall have not less than three (3) directors. The names and the street addresses of the initial Board of Directors of the Corporation are:

COPELAND LILLY
1642 S. 25th Court
Riviera Beach, Florida 33401

CORNICE REID
1425 9th Street
West Palm Beach, Florida 33406

JOE L. HARMON
1091 26th Court
Riviera Beach, Florida 33404

ARTICLE VII - INCORPORATORS

The names and the street addresses of the incorporators for these articles of incorporation are:

COPELAND LILLY
1642 S. 25th Court
Riviera Beach, Florida 33404

CORNICE REID
1425 9th Street
West Palm Beach, Florida 33401

JOE L. HARMON
1091 26th Court
Riviera Beach, Florida 33404

ARTICLE VIII - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as Directors, members, or officers, and their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding

which may be asserted against them, or any of them, by reasons of their being or having been directors, members, or officers, except in relation to matters as to which any such director, member or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any Bylaws, agreements, or otherwise.

ARTICLE X - MEMBERSHIP

The Corporation shall not have shares of stock, but shall have general members, as set forth in the bylaws.

3. Adoption of Amendments: There are no members entitled to vote on the amendments and restatement. The amendments were adopted by unanimous vote of the board of directors.

DATED: December 20, 1999

Copeland Lilly
COPELAND LILLY

Cornice Reid
CORNICE REID

Joe L. Harmon
JOE L. HARMON

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared COPELAND LILLY, CORNICE REID, and JOE L. HARMON, who are to me well known to be the persons described in and who subscribed the above Certificate of Amendment to the Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

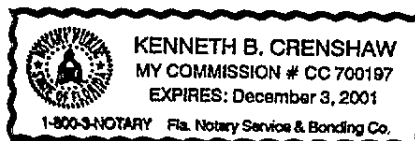
WITNESS my hand and seal this 20 day of December, 1999.

Kenneth B. Crenshaw
Notary Public - State of Florida

Name:

My commission expires:

Notary Commission No:



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:

MT. ZION PRIMITIVE BAPTIST CHURCH, INC., OF WEST PALM BEACH

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

CORNICE REID
1425 9th Street
West Palm Beach, Florida 33401

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


CORNICE REID

12-20-99
Date