

The Lord Is Here

POB 12791 Gainesville FL 32604-0791

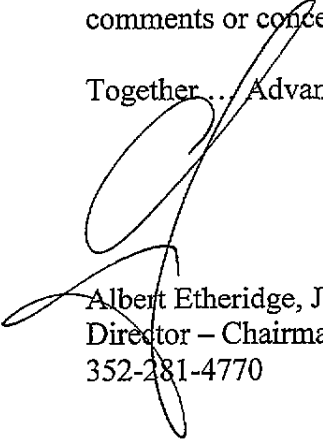
www.thelordishere.org

May 15 2002
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greetings,
Attached are the restated articles of Incorporation for The Lord Is Here, Inc. I called into the office and looked on the website and it was determined that there is no paperwork to file other than what is included in this mail piece. Please call me with any questions, comments or concerns.

Together ... Advancing The Kingdom,


Albert Etheridge, Jr.
Director - Chairman - President
352-281-4770

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 MAY 29 PM 4: 27

Restated Art.

06/04/02

The Lord Is Here seeks to partner with the body of Christ to present God's love for the world in a way that is relevant to this generation. This is done through ministry, missions and events in America and abroad. Together ... Advancing The Kingdom.

DC

THE LORD IS HERE, INC.

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
IN LIEU OF MEETING**

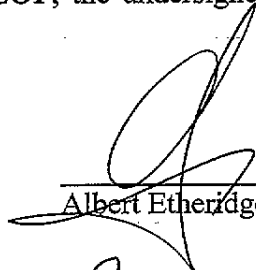
The undersigned, constituting all of the members of the Board of Directors of THE LORD IS HERE, INC., a Florida not-for-profit corporation (the "Corporation"), acting by written consent in lieu of a meeting pursuant to Section 617.0821 of the Florida Not-For-Profit Corporation Act, hereby consent to the adoption of the following resolutions:

RESOLVED, that the Amended and Restated Articles of Incorporation of the Corporation substantially attached hereto as Exhibit A is hereby approved.

RESOLVED, that Albert Etheridge, Jr., as President of the Corporation, is hereby authorized and directed to execute and deliver any and all instruments, agreements and documents deemed necessary or appropriate, with such modifications or other changes deemed necessary or appropriate by such officer, in his sole discretion, upon advice of counsel or otherwise, in order to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf to the Corporation.

This Consent may be signed in counterparts by the undersigned.

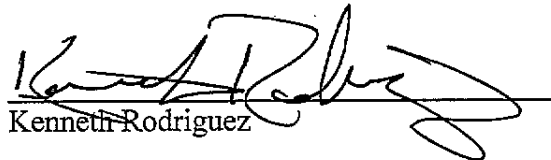
IN WITNESS WHEREOF, the undersigned Directors have signed the Consent as of May 15, 2002.



Albert Etheridge, Jr.



Norma Kuhr



Kenneth Rodriguez

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 MAY 29 PM 4: 27

EXHIBIT A

RESTATED
ARTICLES OF INCORPORATION OF
THE LORD IS HERE, INC.

THE LORD IS HERE, INC. is a Not-For-Profit corporation (the "Corporation") organized and existing under and by virtue of the Florida Not-For-Profit Corporation Act of the State of Florida. The Corporation does not have any members, and, therefore, does not require member approval to file these Restated Articles of Incorporation.

Pursuant to the Written Consent of the Board of Directors of the Corporation, resolutions were duly adopted and approved deleting, in their entirety, the Corporation's existing Articles as amended on August 30, 2001, and adopting these Restated Articles of Incorporation as hereinafter set forth. The Corporation hereby files the following Restated Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of the Corporation is:

THE LORD IS HERE, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal office and the mailing address of the Corporation is:

3600 S.W. 20th Avenue, #5
Gainesville, Florida 32607

ARTICLES III
DURATION

The Corporation was formed on October 29, 1999. The Corporation shall exist in perpetuity unless and until dissolved according to law.

ARTICLE IV
SPECIFIC AND GENERAL PURPOSES

The specific and general purposes for which the Corporation is formed are:

(a) To conduct ministry; to spread the Gospel of the Protestant Christian religion through mission projects, outreach events, ministry and community services projects; and

(b) To operate exclusively in any other manner for such religious, charitable, educational, and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

ARTICLE V
MEMBERSHIP

The Corporation may, but need not, admit any person as a member of the Corporation upon such conditions and with such privileges as approved by a resolution of the Board of Directors. Any member so admitted shall have no right to receive notice of, vote in, or otherwise participate in any meeting concerning the operations of the Corporation unless otherwise provided in the Bylaws.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The street address and city of the initial registered agent of the Corporation is as follows:

3600 S.W. 20th Avenue, #5
Gainesville, Florida 32607

The name of the registered agent at such address is Albert Etheridge, Jr.

ARTICLE VII
MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be no less than three, and shall otherwise be established and regulated by the Bylaws. Directors of the Corporation shall be elected in the manner provided in the Bylaws.

ARTICLE VIII
AMENDMENT OF ARTICLES

Amendments to these Restated Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

ARTICLE IX
EARNINGS AND ACTIVITIES OF THE CORPORATION

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and costs advanced on behalf of the Corporation by authorized persons and to make payments and distributions in furtherance of the purposes as set forth in Article IV hereof.

(B) 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 any candidate for public office.

(C) Notwithstanding any other provision of these articles, this Corporation shall not carry on any 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 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(D) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE X
DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to charitable, religious, scientific, and educational purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private individual.

ARTICLE XI
DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding

provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

The foregoing Restated Articles of Incorporation of the Corporation were approved and adopted as of the 15th day of May 2002 by written consent of the members of the Board of Directors and the number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being duly authorized officer of the Corporation, pursuant to the approval and authority given by the Directors, has executed these Restated Articles of Incorporation, this 15th day of May 2002.

THE LORD IS HERE, INC.

By: 

Name: Albert Etheridge, Jr.

Title: President