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COVER LETTER

TO: Amendment Section Division of Corporations

Tallahassee, FL 32314

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NAME OF CORPORATION:OUT_OF	EXILE, INC.						
DOCUMENT NUMBER: N9900000669	93						
The enclosed Articles of Amendment and fee a	re submitted for filing.						
Please return all correspondence concerning thi	s matter to the following:						
P. B. HOWELL, (Name of C	JR. Contact Person)						
HOWETT, TAYTOR	R & DIGGAN						
HOWELL, TAYLOR & DUGGAN (Firm/ Company)							
P. O. Box 490208 (Address)							
(2)	dai 033)						
	ida 34749-0208 / and Zip Code)						
For further information concerning this matter,	please call:						
P. B. HOWELL, JR. (Name of Contact Person)	at (352) 787–1440 (Area Code & Daytime Telephone Number)						
Enclosed is a check for the following amount:	(Area code de Dajame Telephone Pamber)						
Certificate of Status Certi (Add	75 Filing Fee & S52.50 Filing Fee fied Copy Certificate of Status (itional copy is Certified Copy (osed) (Additional Copy is enclosed)						
Mailing Address Amendment Section Division of Corporations P.O. Box 6327	Street Address Amendment Section Division of Corporations 409 E. Gaines Street						

Tallahassee, FL 32399

HOWELL, TAYLOR & DUGGAN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS ATTORNEYS AND COUNSELORS AT LAW

POST OFFICE BOX 490208 LEESBURG, FLORIDA 34749-0208 TELEPHONE (352) 787-1440 FACSIMILE (352) 365-6461

1029 WEST MAGNOLIA STREET LEESBURG, FLORIDA 34748

August 30, 2004

P. B. HOWELL, JR., P. A. L. E. TAYLOR, P. A.

J. ROBERT DUGGAN, P. A.

Florida Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Dear Sirs:

Re: OUT OF EXILE MINISTRIES, INC.

Please find enclosed herewith the following:

- 1. Original and duplicate original of proposed Amended Articles of Incorporation for the abovenamed corporation.
- 2. Certificate of Designation Registered Agent/Registered Office.
- 3. Check in the amount of \$70.00.

Please stamp the duplicate original as having been received, and return the same to me, promptly, in the enclosed self-addressed, stamped envelope.

Thank you for this service.

Sincerely yours,

P. B. Howell, Jr.

PBHjr:sm Encls.



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

September 14, 2004

P.B. HOWELL, JR. HOWELL, TAYLOR & DUGGAN P.O. BOX 490208 LEESBURG, FL 34749-0208

SUBJECT: OUT OF EXILE, INC. Ref. Number: N99000006693

We have received your document for OUT OF EXILE, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6882.

Letter Number: 104A00054709

Maryanne Dickey Document Specialist

HOWELL, TAYLOR & DUGGAN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS ATTORNEYS AND COUNSELORS AT LAW POST OFFICE BOX 490208 LEESBURG, FLORIDA 34749-0208

P. B. HOWELL, JR., P. A. L. E. TAYLOR, P. A. J. ROBERT DUGGAN, P. A.

LEESBURG, FLORIDA 34749-020 TELEPHONE (352) 787-1440 FACSIMILE (352) 365-6461

1029 WEST MAGNOLIA STREET LEESBURG, FLORIDA 34748

September 29, 2004

Florida Department of State Amendment Section Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

ATTN: Maryanne Dickey

Document Specialist

Dear Sirs:

Re: OUT OF EXILE MINISTRIES, INC. - Ref. No. N99000006693

Thank you for your letter of September 14th with enclosures.

Enclosed herewith is your Cover Letter completed with the Articles Of Amendment To Articles Of Incorporation of Out Of Exile, Inc., completed and signed by Tammy L. Dahl as President under date of September 23, 2004, which, I trust you will find satisfactory.

If the enclosed meets with your approval, please conform the duplicate original and return the same, promptly, to me in the enclosed self-addressed, stamped envelope provided.

Sincerely yours,

P. B. Howell, Jr.

PBHjr:sm Encls.

Articles of Amendment to Articles of Incorporation of

OUT OF EXILE, INC.
(Name of corporation as currently filed with the Florida Dept. of State)
N99000006693 AA C
(Document number of corporation (if known)
Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Frofit Corporation adopts the following amendment(s) to its Articles of Incorporation:
Corporation adopts the following amendment(s) to its Articles of Incorporation:
NEW CORPORATE MANER (C.)
NEW CORPORATE NAME (if changing):
OUT OF EXILE MINISTRIES, INC.
(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in
language; "Company" or "Co." may <u>not</u> be used in the name of a not for profit corporation)
AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article
Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)
Amended Articles Of Incorporation attached and by reference
made a part hereof.

(Attach additional pages if necessary)
(continued)

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

OUT OF EXILE, INC.

We, the undersigned, being desirous of reorganizing a not-for-profit corporation for religious, education, and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, agree to the following:

<u>ARTICLE I - NAME</u>

The name of this corporation shall be changed to OUT OF EXILE MINISTRIES, INC., from OUT OF EXILE, INC., a Florida non-profit corporation, filed with the Florida Department of State on November 10, 1999, under Document No. N99000006693, with a Federal Employer I.D. No. 593610622.

<u>ARTICLE II - PURPOSE</u>

The purposes for which this corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other 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 1954 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III - MEMBERSHIP

The membership of this corporation shall constitute all persons hereinafter named as incorporators and such other persons who shall meet the following qualifications for membership and who shall be admitted, in the following manner: In order to qualify for membership in this corporation, a prospective member must be recommended by a member of the corporation, as a person believing that the Lord Jesus Christ is who He is, as spelled out in the Holy Scriptures of God and approved by a unanimous vote of the Board of Directors.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have a perpetual existence, unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE V - INCORPORATORS

The names and residences of each incorporator to these Amended Articles Of Incorporation are as follows:

TAMMY L. DAHL

409 Dorothy Circle

Eustis, Florida 32726

SANDRA M. MAKER

409 Dorothy Circle

Eustis, Florida 32726

BETH BENNETT

409 Dorothy Circle Eustis, Florida 32726

ARTICLE VI - OFFICERS

1. The officers of the corporation shall be a President, such number of Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided for, in the By-Laws.

2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

President & Treasurer

TAMMY L. DAHL

Vice President

SANDRA M. MAKER

Secretary

BETH BENNETT

3. The officers shall be elected at the annual meeting of the Board of Directors as provided in the By-Laws.

ARTICLE VII - BOARD OF DIRECTORS

- 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors, initially. The number of directors may be increased, or decreased, from time to time, by the By-Laws, but shall never be less than three (3).
 - 2. The Board of Directors shall be members of the corporation.
- 3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.
- 4. The names and addresses of the persons who are to serve as directors until their successors are duly elected are:

TAMMY L. DAHL

409 Dorothy Circle

Eustis, Florida 32726

SANDRA M. MAKER

409 Dorothy Circle

Eustis, Florida 32726

BETH BENNETT

409 Dorothy Circle

Eustis, Florida 32726

ARTICLE VIII - BY-LAWS

- The Board of Directors of this corporation shall provide such by-laws for the conduct of its business and the carrying out of its purposes as it may deem necessary, from time to time.
- 2. Upon proper notice, the By-Laws may be amended, altered or rescinded only by a unanimous vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

<u>ARTICLE IX - AMENDMENTS</u>

These Articles Of Incorporation may be amended, altered, or rescinded only by a majority vote of those members of the Board of Directors present at any special meeting called for that purpose.

<u>ARTICLE X - DESIGNATION OF REGISTERED AGENT</u>

The principal office of this corporation shall be at 409 Dorothy Circle, Eustis, Florida 32726 (with a mailing address of 409 Dorothy Circle, Eustis, Florida 32726), or such other place as may be selected by the Board of Directors. The initial Registered Agent of this corporation shall be TAMMY L. DAHL, whose address is 409 Dorothy Circle, Eustis, Florida 32726.

<u>ARTICLE XI - NON-PROFIT STATUS</u>

No part of the net earnings of the corporation shall inure 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 II hereof. This corporation shall be authorized to exercise the powers

permitted to corporations under Chapter 617 of the Florida Statutes, provided, however, that this corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purpose for which it has been organized, as described in Section 501(c)(3) of the Internal Revenue Code, or any amendment thereto.

ARTICLE XII - POWERS

In order to promote the purposes of this corporation, it may acquire by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of this organization of all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or trustee of this organization. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the Fifth Judicial Circuit of Florida, in and for Lake County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we, the undersigned officers, of OUT OF EXILE, INC. have hereunto set our hands and seals this <u>26th</u> day of August, 2004, for the purpose of re-organizing this corporation not for profit, under the laws of the State of Florida.

TAMMY L. DAHL, As President, Director & Treasurer of OUT OF EXILE, INC.

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SANDRA M. MAKER, As Vice President & Director of OUT OF EXILE, INC.

BETH BENNETT, As Secretary & Director of OUT OF EXILE, INC.

STATE OF FLORIDA COUNTY OF LAKE

BEFORE ME, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared TAMMY L. DAHL, SANDRA M. MAKER and BETH BENNETT, personally known to me, and they executed the foregoing Amended Articles Of Incorporation, and they acknowledged before me that they executed and subscribed to said Amended Articles Of Incorporation and did not take an oath as officers and directors of said original corporation, OUT OF EXILE, INC..

WITNESS my hand and official seal in the County and State named above, this

>day of August, A.D. 2004.

P. B. Howell, Jr. Commission # DD313228 Expires August 22, 2008 NOTARY PUBLIC

(Printed name of Notary Public)

Notary Commission Expiration Date/ Rubber Stamp/Seal:

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned amended 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 amended name of the corporation is:

OUT OF EXILE MINISTRIES, INC.

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

TAMMY L. DAHL 409 Dorothy Circle Eustis, Florida 32726

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.

Dated this 25 day of August, 2004.

TAMMY L. DAHL

The date of adoption of the a	mendment(s) w	'as:	August 26,	2004	
Effective date if applicable:	August 26,	2004			
	(no more than	90 days a	fter amendment	file date)	
Adoption of Amendment(s)	(CHECK	ONE)			
The amendment(s) for the amendment				nd the number of	f votes cast
There are no member amendment(s) was					e
Signed this <u>33-d</u> day of _	September	<u>.</u>	2004		
Signature _	- An	<u> </u>	<u>. </u>		
have r		y an incorp	oorator- if the ha	sident or other office ands of a receiver, to	
	TAMMY L.	. DAHL	_		
	(Typed o	or printed r	name of person s	signing)	
	Presider	it			
		(Title of	person signing)		

FILING FEE: \$35