

N99000007607

Law Office of

GARY E. MASSEY, P.A.

FILED

ONE DOUGLAS PLACE • 100 WEST CITRUS STREET • (W. CITRUS STREET AT DOUGLAS AVENUE)

ALTAMONTE SPRINGS, FLORIDA 32714-2502

TELEPHONE (407) 772-0900

FAX (407) 772-0000

01 FEB 27 AM 8:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Areas of Practice:

Construction and Commercial Litigation;

Corporate and Business Law; Real Property

Probate; Wills & Trust, General Practice

and Litigation

February 14, 2001

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*****43.75 *****43.75

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

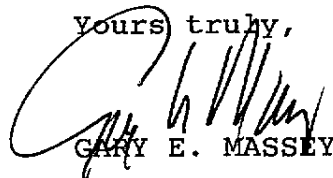
Re: EVANGELISTIC SOUL WINNING MINISTRY, INC.
Articles of Amendment

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Amendment and our check in the amount of \$43.75 to file the same. Please forward to our office a certified copy of the Articles of Amendment.

If you have any questions in regards thereto, please do not hesitate to contact me.

Yours truly,


GARY E. MASSEY

GEM:std

Enclosures

Amend & Restate

4-23-01

PM

Law Office of
GARY E. MASSEY, P.A.

ONE DOUGLAS PLACE • 100 WEST CITRUS STREET • (W. CITRUS STREET AT DOUGLAS AVENUE)

ALTAMONTE SPRINGS, FLORIDA 32714-2502

TELEPHONE (407) 772-0900

FAX (407) 772-0000

Areas of Practice:

*Construction and Commercial Litigation;
Corporate and Business Law, Real Property
Probate: Wills & Trust, General Practice
and Litigation*

April 16, 2001

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

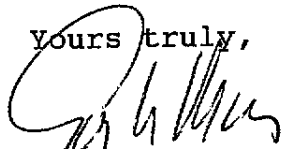
Re: **EVANGELISTIC SOUL WINNING MINISTRY, INC.**
Articles of Amendment

Dear Sirs:

Enclosed please find an original and one (1) copy of the revised Articles of Amendment on the above referenced matter. You retained our check in the amount of \$43.75. Please forward to our office a certified copy of the Articles of Amendment.

If you have any questions in regard thereto, please do not hesitate to contact me.

Yours truly,



GARY E. MASSEY

GEM/std

Enclosures

RECEIVED
01 APR 20 AM 8:30
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 1, 2001

GARY E. MASSEY, P.A.
ONE DOUGLAS PLACE
100 WEST CITRUS STREET
ALTAMONTE SPRINGS, FL 32714-2502

SUBJECT: EVANGELISTIC SOUL WINNING MINISTRY, INC.
Ref. Number: N99000007607

We have received your document for EVANGELISTIC SOUL WINNING MINISTRY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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) 487-6957.

Doug Spidler
Document Specialist

Letter Number: 801A00012773

FILED

01 FEB 27 AM 8:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

EVANGELISTIC SOUL WINNING MINISTRY, INC.

(a corporation not for profit)

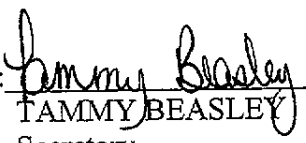
KNOW ALL MEN BY THESE PRESENTS:

THAT, We, JOSEPH SMITH and TAMMY BEASLEY, the undersigned President and Secretary of the EVANGELISTIC SOUL WINNING MINISTRY, INC., a Florida corporation, do hereby certify that the following Amended and Restated Articles of Incorporation of the EVANGELISTIC SOUL WINNING MINISTRY, INC., were approved by all the Directors of said corporation on the 22nd day of January, 2001. That said corporate articles does not provide for members voting on the Articles of Amendment and said articles may be approved by a majority of Directors.

IN WITNESS WHEREOF, I, the undersigned do hereby set their hands and cause the seal of the EVANGELISTIC SOUL WINNING MINISTRY, INC., to be affixed hereto.

DATED, at Altamonte Springs, Seminole County, State of Florida, this 30th day of March, 2001.

Attest:


TAMMY BEASLEY
Secretary


JOSEPH SMITH
President

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, personally appeared JOSEPH SMITH, President and TAMMY BEASLEY, Secretary of the EVANGELISTIC SOUL WINNING MINISTRY, INC., a Florida Corporation, who acknowledged before me that they had executed the foregoing Articles of Amendment as such Officers for and on behalf of the EVANGELISTIC SOUL WINNING MINISTRY, INC., and they were duly authorized to do so.

WITNESS my hand and official seal, this 30th day of March, 2001.

Sherrie T. Deal

Notary Public

Sherrie T. Deal

Typed Name of Notary Public

My Commission Expires:

Personally known: _____ or

Type of Identification Produced:

Drivers Licenses



Sherrie T. Deal
MY COMMISSION # CC663767 EXPIRES
August 18, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EVANGELISTIC SOUL WINNING MINSITRY, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is:

EVANGELISTIC SOUL WINNING MINISTRY, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The purposes for which the 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 1986 or the corresponding provision of any future United States Internal Revenue Law. Specifically, the corporation business is to spread the word of God and Jesus Christ, his son, through all forms of publications and videos and other mechanical and electronic means available to all human beings and to do all things allowed by the Laws of Florida for non-profit organizations.

ARTICLE III. NON-PERMITTED ACTIVITIES.

Notwithstanding any other provision of these articles, this organization 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 IV. DISPOSAL OF ASSETS UPON DISSOLUTION

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.

ARTICLE V. TERM OF EXISTENCE.

This Corporation shall have perpetual existence commencing upon the filing of these articles.

ARTICLE VI. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

555 S. North Lake Blvd. #29
Altamonte Springs, FL 32701

ARTICLE VII. BOARD OF DIRECTORS.

This corporation shall have a Board of Directors consisting of at least seven (7) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the Board of Directors, but shall never be less than seven. That a majority of said Directors shall always be individuals who are not related by blood or marriage to the President and Founder of the Corporation.

Any board member who is employed by the corporation will be compensated in his capacity as a board member only for justified expenses related to meetings such as mileage. In addition, said board member shall remove himself from voting when the board is determining the compensation, fringe benefits or any other benefit related to said board member as an employee of the Corporation. That board members shall insure that all compensation and or salary paid to any employee of the corporation will be reasonable for the services rendered and comparable with other like exempt corporations.

ARTICLE VIII. CONFLICT OF INTEREST

Any director, officer, or key employee who has an interest in a contract or other transaction presented to the board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The Board of Director shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the

meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

ARTICLE IX. BOARD OF DIRECTOR AND OFFICERS

The names of Board of Directors and Officers and their street addresses are as follows:

Joseph Smith	555 S. North Lake Blvd., #29 Altamonte Springs, FL 32701
Tammy Beasley	555 S. North Lake Blvd., #29 Altamonte Springs, FL 32701
Robert Smith	P.O. Box 1 Oviedo, FL 32765
Barbara Boston	P.O. Box 621771 Oviedo, FL 32765
James Williams	84 Clounts Street Oviedo, FL 32765
Edil Vicenty	103 Red Cedar Dr. Sanford, FL 32771
Bernice White	1311 E. Marks St. Orlando, FL 32803

Said Board of Directors shall serve until such time as they resign or are removed by the majority of the remaining directors.

ARTICLE X. CAPITAL STOCK

This corporation shall have no stock as it is a Not For Profit Corporation.

ARTICLE XI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent and the initial registered principal office is:

Joseph S. Smith
555 S. North Lake Blvd., #29
Altamonte Springs, FL 32701

ARTICLE XII. INCORPORATORS

The name and street address of the initial incorporator, to these articles of incorporation is:

Joseph S. Smith
555 S. North Lake Blvd., #29
Altamonte Springs, FL 32701

The undersigned has executed these articles of incorporation on
January 30, 2001.

Joseph S. Smith
Joseph S. Smith, initial incorporator