

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

SOVEREIGN GRACE MINISTRIES, INC.

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Sovereign Grace Ministries, Inc., a Maryland nonstock corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

The charter of Sovereign Grace is hereby amended and restated as follows:

ARTICLE 1: Name. The name of the corporation is **Sovereign Grace Churches, Inc.** ("Sovereign Grace").

ARTICLE 2: Duration. The period for the duration of Sovereign Grace is perpetual.

ARTICLE 3: Purposes. Sovereign Grace is, for legal and tax-exempt purposes, an association of churches. The churches of Sovereign Grace have united with one another in order:

- to bear visible witness to their unity under Jesus Christ, the one head of the church;
- to confess a common faith;
- to share material and spiritual resources;
- to protect and promote one another's holiness and doctrinal fidelity; and
- to assist one another in church planting and the fulfillment of the Great Commission.

These purposes may be furthered by such means as facilitating cooperation among pastors, training leaders, hosting events, and publishing books, music, and other resources. To carry out these stated purposes, Sovereign Grace may do any and all lawful acts which may be necessary or useful for the furtherance of said purposes.

ARTICLE 4: Tax-Exempt Provisions.

4.1 Sovereign Grace is organized as a convention or association of churches that is operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereinafter "Code"). Sovereign Grace shall serve as an association of churches throughout the United States and all nations.

4.2 The property of Sovereign Grace is irrevocably dedicated to religious, charitable, and educational purposes, and no part of the net earnings of Sovereign Grace shall inure to the benefit of, or be distributable to its Executive Committee members, officers, pastors, elders, or other private persons, except that Sovereign Grace shall be authorized and empowered to pay reasonable compensation for services rendered to or for Sovereign Grace and to make payments and distributions in furtherance of the purposes set forth in these Articles. Consistent with the First Amendment and then-applicable law for religious tax-exempt entities, no substantial part of the activities of Sovereign Grace shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Sovereign Grace 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.

4.3 Sovereign Grace may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Executive Committee may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable, and educational purposes.

4.4 Upon dissolution of Sovereign Grace, the Executive Committee shall, after paying or making provision for payment of all the liabilities of Sovereign Grace, dispose of all of the assets of Sovereign Grace exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, and/or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Executive Committee shall determine.

ARTICLE 5: No Capital Stock. Sovereign Grace has no authority to issue capital stock.

ARTICLE 6: Members. Sovereign Grace shall have one class of corporate members, which consist of its local churches. The qualifications and voting rights of the corporate members shall be further described in Sovereign Grace's Bylaws.

ARTICLE 7: Executive Committee. Sovereign Grace shall refer to its board of directors as the "Executive Committee." The number of persons who serve on the Executive Committee and the manner in which the Executive Committee members shall be nominated and elected by the corporate members shall be set forth in the Bylaws.

ARTICLE 8: Principal Office. The current address of Sovereign Grace's principal office is 351 West Camden Street, Baltimore, MD 21201.

ARTICLE 9: Resident Agent. The name of the resident agent of Sovereign Grace in Maryland is National Registered Agents, Inc. of MD, whose address is 351 West Camden Street, Baltimore, MD 21201.

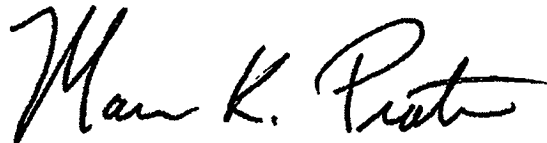
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These Articles of Amendment and Restatement have been approved by a majority of the entire Executive Committee.

We, the undersigned President and Secretary, swear under penalties of perjury that the foregoing is a duly authorized act of Sovereign Grace.



Thomas J. Hill, Jr.
Secretary



Marcus K. Prater
President (Executive Director)

I hereby consent to my designation in this document as Resident Agent for Sovereign Grace Churches, Inc.

SIGNATURE OF RESIDENT AGENT
LISTED IN ARTICLE NINE

Filing Party's Return Address:

Thomas J. Hill, Jr., 303 N. Hurstbourne Parkway, Suite 160, Louisville, KY 40222



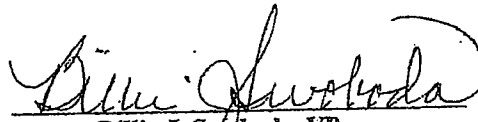
CT Corporation

351 W. Camden Street
Baltimore, MD 21201

410 539 2837 tel
410 332 1178 fax
www.ctlegalsolutions.com

**The Corporation Trust Incorporated hereby consents to act as
resident agent in Maryland for the entity named in the
attached document.**

The Corporation Trust Incorporated


Billie J. Swoboda, VP